

Gregg M. Galardi, Esq.
Ian S. Fredericks, Esq.
SKADDEN, ARPS, SLATE, MEAGHER & FLOM,
LLP
One Rodney Square
PO Box 636
Wilmington, Delaware 19899-0636
(302) 651-3000

Dion W. Hayes (VSB No. 34304)
Douglas M. Foley (VSB No. 34364)
MCGUIREWOODS LLP
One James Center
901 E. Cary Street
Richmond, Virginia 23219
(804) 775-1000

- and -

Chris L. Dickerson, Esq.
SKADDEN, ARPS, SLATE, MEAGHER & FLOM,
LLP
333 West Wacker Drive
Chicago, Illinois 60606
(312) 407-0700

Co-Counsel to the Debtors and Debtors in Possession

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
RICHMOND DIVISION**

In re:) Chapter 11
)
CIRCUIT CITY STORES, INC., <u>et al.</u> , ¹) Case No. 08-35653 (KRH)
)
Debtors.) Jointly Administered

**FIRST INTERIM FEE APPLICATION OF KIRKLAND & ELLIS LLP FOR
COMPENSATION AND REIMBURSEMENT OF EXPENSES FOR SERVICES
RENDERED AS SPECIAL COUNSEL FOR THE DEBTORS AND
DEBTORS IN POSSESSION FOR THE PERIOD FROM
NOVEMBER 10, 2008 THROUGH JANUARY 31, 2009**

Kirkland & Ellis LLP (“K&E”), special counsel for the debtors in the above-captioned chapter 11 cases (the “Debtors”), hereby applies for the entry of an order, substantially in the form of

¹ The Debtors and the last four digits of their respective taxpayer identification numbers are as follows: Circuit City Stores, Inc. (3875), Circuit City Stores West Coast, Inc. (0785), InterTAN, Inc. (0875), Ventoux International, Inc. (1838), Circuit City Purchasing Company, LLC (5170), CC Aviation, LLC (0841), CC Distribution Company of Virginia, Inc. (2821), Circuit City Properties, LLC (3353), Kinzer Technology, LLC (2157), Abbott Advertising Agency, Inc. (4659), Patapsco Designs, Inc. (6796), Sky Venture Corp. (0311), Prahs, Inc. (n/a), XSStuff, LLC (9263), Mayland MN, LLC (6116), Courcheval, LLC (n/a), Orbyx Electronics, LLC (3360), and Circuit City Stores PR, LLC (5512). The address for Circuit City Stores West Coast, Inc. is 9250 Sheridan Boulevard, Westminster, Colorado 80031. For all other Debtors, the address is 9950 Mayland Drive, Richmond, Virginia 23233.

Exhibit A (the “Order”), for interim allowance of compensation for services rendered in the amount of \$279,046.00 and reimbursement of actual and necessary expenses in the amount of \$7,492.29 incurred by K&E from November 10, 2008 through January 31, 2009 (the “First Interim Fee Period”), pursuant to sections 330, 331 and 503 of the Bankruptcy Code, 11 U.S.C. §§ 101–1532 (the “Bankruptcy Code”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), Rule 2016-1 of the Local Rules of the Bankruptcy Court for the Eastern District of Virginia (the “Local Bankruptcy Rules”), the Retention Order (as defined below), the United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed under section 330 of the Bankruptcy Code (the “Trustee Guidelines”) and the *Order Under Bankruptcy Code Sections 105(a) and 331 Establishing Procedures for Interim Compensation* [Docket No. 830] (the “Interim Compensation Order”). In support of the First Interim Fee Application, K&E respectfully states as follows:

Background

1. On November 10, 2008 (the “Petition Date”), each of the Debtors filed a petition with the Court under chapter 11 of the Bankruptcy Code (collectively, the “Chapter 11 Cases”). During the Chapter 11 Cases, the Debtors operated their businesses and managed their property as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. No request for the appointment of a trustee or examiner was made in the Chapter 11 Cases. On November 10, 2008, the Court entered an order jointly administering the Debtors’ Chapter 11 Cases pursuant to Bankruptcy Rule 1015(b). On November 12, 2008, the United States Trustee appointed an official committee of unsecured creditors pursuant to section 1102 of the Bankruptcy Code (the “Committee”).

2. As of the Petition Date, based in Richmond, Virginia, Circuit City was a leading specialty retailer of consumer electronics and operates large nationwide electronics stores throughout the United States and Puerto Rico that sold, among other things: televisions, home theater systems, computers, camcorders, furniture, software, imaging and telecommunications products, and other audio and video electronics. Circuit City also maintained two websites that provided for various services, including: online product sales, product information, customer service, and investor information. Circuit City also operated a phone-order call center to conduct telephone product sales and customer services.

3. Despite high revenues, the Debtors suffered two consecutive years of losses. While the Debtors made every effort to improve their financial performance prior to the Petition Date and implement a global turnaround strategy, they were ultimately unable to consummate a successful restructuring outside of bankruptcy. In large part, the Debtors' chapter 11 filings were due to an erosion of vendor confidence, decreased liquidity, and the global economic crisis.

4. Throughout the Chapter 11 Cases, the Debtors continued to implement restructuring initiatives commenced before the Petition Date. Essential to that objective was the obtaining of adequate postpetition financing. However, on January 12, 2009, the Court entered an order authorizing the Debtors, to conduct auctions for a sale or sales of the Debtors' businesses as a going concern or liquidation [Docket No. 1460]. At the conclusion of the auction, the Debtors determined that the highest and otherwise best bid was that of Great American Group WF, LLC, Hudson Capital Partners, LLC, SB Capital Group, LLC and Tiger Capital Group, LLC (collectively, the "Agent"). On January 16, 2009, the Court authorized the Debtors, among other things, to conduct going out of business sales at the Debtors' remaining stores pursuant to an agency agreement (the "Agency

Agreement”). On January 17, 2009, the Agent commenced the going out of business sales pursuant to the Agency Agreement at the Debtors’ remaining stores.

Retention and Continuing Disinterestedness of K&E

5. On December 18, 2008, the Debtors were authorized to retain K&E as special counsel, effective as of the Petition Date, pursuant to the *Corrected Order Authorizing the Employment and Retention of Kirkland & Ellis LLP as Special Counsel for the Debtors and Debtors in Possession Effective as of the Petition Date* [Docket No. 1091] (the “Retention Order”). The Retention Order authorized the Debtors to compensate K&E at its hourly rates charged for services of this type and to reimburse K&E for K&E’s actual and necessary out-of-pocket expenses incurred, subject to approval by the Court as set forth therein and in accordance with the Interim Compensation Order. The Retention Order is attached hereto as **Exhibit B**.

6. As disclosed in the *Declaration of Anup Sathy, P.C. in Support of the Application for Entry of an Order Authorizing the Employment and Retention of Kirkland & Ellis LLP as Special Counsel for the Debtors and Debtors in Possession Effective as of Petition Date* (the “Declaration”), filed on November 18, 2008 [Docket No. 192], K&E does not hold or represent any interest adverse to the Debtors’ estates with respect to any matters on which K&E was sought to be retained by the Debtors. K&E may have in the past represented, may currently represent and likely in the future will represent parties in interest in connection with matters unrelated to the matters for which K&E was retained in theses Chapter 11 Cases. K&E has disclosed its connections to parties in interest that it has been able to ascertain using its reasonable efforts as set forth in the Declaration.

7. K&E performed the services for which it is seeking compensation on behalf of or for the Debtors and their estates, and not on behalf of any committee, creditor or other entity. K&E has

received no payment and no promises for payment from any source other than the Debtors for services rendered or to be rendered in any capacity whatsoever in connection with the Chapter 11 Cases.

8. Pursuant to Bankruptcy Rule 2016(b), K&E has not shared, nor has K&E agreed to share (a) any compensation it has received or may receive with another party or person other than with the partners, counsel and associates of K&E or (b) any compensation that another person or party has received or may receive.

Monthly Fee Statements for the First Interim Fee Period

9. In accordance with the Interim Compensation Order, K&E served the following monthly fee statements (each, a “Monthly Fee Statement”) covering the First Interim Fee Period on the Debtors, co-counsel to the Debtors, the United States Trustee, and counsel to the Committee:

- a. Monthly Fee Statement for the period from November 10, 2008 through November 30, 2008 (the “November Fee Statement”);
- b. Monthly Fee Statement for the period from December 1, 2008 through December 31, 2008 (the “December Fee Statement”); and
- c. Monthly Fee Statement for the period from January 1, 2009 through January 31, 2009 (the “January Fee Statement”).

10. As of the date herein, K&E has received \$244,681.40 from the Debtors for fees and expenses incurred by K&E during the First Interim Fee Period. This represents eighty-five percent (85%) of fees and one hundred percent (100%) of expenses incurred, submitted in the November Fee Statement, the December Fee Statement and the January Fee Statement.

Reasonable and Necessary Services Rendered by K&E

11. The foregoing professional services rendered by K&E on behalf of the Debtors and their estates during the First Interim Fee Period were reasonable, necessary and appropriate to the administration of these Chapter 11 Cases and related matters.

12. The great majority of the services performed by partners and associates of K&E were rendered by K&E's corporate and restructuring groups. K&E has prominent practices in these areas and enjoys a national and international reputation for its expertise in secured lending and financial reorganizations and restructurings of troubled companies. K&E has previously rendered services to the Debtors related to their various financings, thus K&E was uniquely and appropriately situated to advise the Debtors with respect to financing matters. K&E has brought to these Chapter 11 Cases a particularly high level of expertise, which inured to the benefit of the Debtors, their estates and all parties in interest.

13. During the First Interim Fee Period, K&E advised and assisted the Debtors as special counsel on debtor in possession ("DIP") financing, related use of cash collateral and other financing matters related thereto. As set forth in detail in **Exhibit D** of this First Interim Fee Application, K&E partners, associates, and paraprofessionals of K&E's corporate and restructuring groups expended substantial time, energy, and resources in rendering professional services on behalf of the Debtors and their estates.

14. During the First Interim Fee Period, K&E's hourly billing rates for attorneys ranged from \$295.00 to \$890.00. Allowance of compensation in the amount requested would result in an average hourly billing rate for attorneys of approximately \$572.95 (based on 448.60 recorded attorney hours at K&E's regular billing rates in effect at the time of the performance of services).

The hourly rates and corresponding rate structure utilized by K&E in these Chapter 11 Cases are equivalent to the hourly rates and corresponding rate structure predominantly used by K&E for restructuring, workout, bankruptcy, insolvency, and comparable matters, and similar complex corporate, securities, and litigation matters whether in court or otherwise, regardless of whether a fee application is required. These rates and rate structure reflect that such particular matters are typically national in scope and typically involve great complexity, high stakes and severe time pressures. K&E's hourly rates are set at a level designed to fairly compensate K&E for the work of its attorneys and paraprofessionals and to cover fixed and routine overhead expenses. Hourly rates vary with the experience and seniority of the individuals assigned. These hourly rates are subject to periodic adjustments to reflect economic and other conditions and are consistent with the rates charged elsewhere.

15. The attached **Exhibit C** provides a summary statement of the number of hours of service rendered by each attorney and paraprofessional and the hourly rate of each individual for services performed during the First Interim Fee Period.

16. The attached **Exhibit D** includes a summary of legal fees for services rendered and expenses incurred during the First Interim Fee Period. In addition, **Exhibit D-1** through **Exhibit D-3** set forth the Monthly Fee Statements, which: (a) identify the attorneys and paraprofessionals who rendered services; (b) include a description of each activity or service that each individual performed; and (c) state the number of hours (in increments of one-tenth of an hour) spent by each individual providing the services during the First Interim Fee Period.²

² **Exhibit D-1** sets forth the November Fee Statement. **Exhibit D-2** sets forth the December Fee Statement. **Exhibit D-3** sets forth the January Fee Statement. Each of the Monthly Fee Statements attached hereto as **Exhibit D-1** through **Exhibit D-3** were served pursuant to the Interim Compensation Order without objection as of the date hereof.

17. Section 330(a)(3) of the Bankruptcy Code sets forth six factors to be considered by the Court to determine the compensation that may be allowed to K&E on account of services rendered to the Debtors' estates: (a) the time spent on such services; (b) the rates charged for such services; (c) whether the services were necessary to the administration of, or beneficial at the time the service was rendered toward the completion of, the Chapter 11 Cases; (d) whether the services were performed within a reasonable amount of time commensurate with the complexity, importance and nature of the problem, issue, or task addressed; (e) whether K&E has demonstrated skill and experience in the bankruptcy field; and (f) whether K&E's compensation is reasonable based on the customary compensation charged by comparably skilled practitioners in cases other than cases under the Bankruptcy Code. See 11 U.S.C. § 330(a)(3); In re Robinson, 368 B.R. 492, 498 n.3 (Bankr. E.D. Va. 2007).

18. In reaching this determination, courts within this circuit utilize the "lodestar" method. Under this method, "various factors are applied to determine the attorney's reasonable rate and the reasonable number of hours. After application of these factors, the product of reasonable hours and a reasonable rate constitutes the lodestar figure." In re Rothchild's Jewelers, Inc., 337 B.R. 561, 568 (Bankr. E.D. Va. 2004) (Tice, J.). The Fourth Circuit has endorsed the use of the twelve factors set forth in the Fifth Circuit's opinion in Johnson v. Georgia Highway Express, Inc., 488 F.2d 714, 717-19 (5th Cir. 1974), when determining the reasonableness of fees under the lodestar method. See Daly v. Hill, 790 F.2d 1071, 1077 (4th Cir. 1986) (holding the Johnson factors should be considered in determining the lodestar figure, but not used to enhance or decrease fee awards once the lodestar figure is determined). These twelve factors are:

- (1) the time and labor expended;
- (2) the novelty and difficulty of the questions raised;
- (3) the skill required to properly perform the legal

services rendered; (4) the attorney's opportunity costs in pressing the instant cases; (5) the customary fee for like work; (6) the attorney's expectations at the outset of the cases; (7) the time limitations imposed by the client or circumstances; (8) the amount in controversy and the results obtained; (9) the experience, reputation and ability of the attorney; (10) the undesirability of the case within the legal community in which the suit arose; (11) the nature and length of the professional relationship between attorney and client; and (12) attorneys' fees awards in similar cases.

See also Boleman Law Firm, P.C. v. United States Tr., 355 B.R. 548, 553 (E.D. Va. 2006) (applying the twelve factors as listed above); accord In re Vernon-Williams, 377 B.R. 156, 184 (Bankr. E.D. Va. 2007) (same); In re Tobacco Row Phase 1A Dev., L.P., 338 B.R. 684, 696 n.5 (Bankr. E.D. Va. 2005) (Tice, J.) (same); Rothchild's Jewelers, 337 B.R. at 568 n.4 (same).

19. Additionally, Attorneys' fees may be entitled to administrative priority pursuant to section 503(b) of the Bankruptcy Code where an attorney has provided a benefit to a debtor's estate. See 11 U.S.C. § 503(b)(1)(A)(i).

Summary of Reasonable and Necessary Services Rendered by K&E

20. The professional services that K&E rendered during the First Interim Fee Period include services performed by K&E in negotiating and finalizing the Debtors' DIP financing facility, which provided the Debtors with the necessary capital to operate during the Chapter 11 Cases. Specifically, K&E assisted the Debtors in: (i) determining their financing requirements, (ii) analyzing the Debtors' capital structure and asset base to determine which assets were unencumbered or otherwise appropriate sources of collateral for the financing; (iii) negotiating and documenting the terms of the DIP agreement; (iv) responding to objections to the financing; (v) negotiating and preparing all documents and schedules required for closing of each financing; and

(vi) coordinating the closing of the facility. Thus, the Debtors' DIP financing required substantial outlays of time, resources and energy by K&E.

Actual and Necessary Expenses

21. Attached hereto as **Exhibit E** is a summary of the expenses incurred during the First Interim Fee Period for which reimbursement is sought. In addition, **Exhibit E-1** through **Exhibit E-3** attached hereto provides summaries of and invoices for expenses incurred during the First Interim Fee Period for which reimbursement is sought (each a "Disbursement Summary").³ Including disbursements incurred by K&E during the First Interim Fee Period, these disbursements comprise the requested sum for K&E's out-of-pocket expenses, totaling \$7,492.29.

22. It is K&E's policy to charge its clients in all areas of practice the amounts incurred by K&E for identifiable, non-overhead expenses incurred in connection with the representation of the relevant client that would not have been incurred except for representation of that particular client. Examples of such expenses are postage, overnight mail, courier delivery, computer-assisted legal research, photocopying, printing, airfare and lodging. K&E charges \$0.10 per page for duplication. K&E has negotiated a discounted rate for Westlaw computer-assisted legal research, which is approximately \$125 per hour of online use of standard Westlaw databases.

Representations

23. This is K&E's First Interim Fee Application. Although every effort has been made to include all fees and expenses from the First Interim Fee Period in this First Interim Fee Application, some fees and expenses might not be included due to delays caused by accounting and processing

³ **Exhibit E-1** sets forth the Disbursement Summary for the November fee statement. **Exhibit E-2** sets forth the Disbursement Summary for the December fee statement. **Exhibit E-3** sets forth the Disbursement Summary for the January fee statement. Each of the Disbursement Summaries attached hereto as **Exhibit E-1** through **Exhibit E-3** were served pursuant to the Interim Compensation Order without objection as of the date hereof.

procedures. K&E reserves the right to make further applications to the Court for allowance of fees and expenses not included herein.

24. The total time spent by K&E during the period covered by this First Interim Fee Application was 561.10 hours, including 448.60 attorney hours and 112.50 paraprofessional hours, which represents fees of \$279,046.00. The average hourly rate for the services rendered is \$497.32. The average hourly rate for time spent by attorneys is \$572.95. K&E has incurred out-of-pocket expenses in the amount of \$7,492.29 and requests reimbursement thereof. A summary of out-of-pocket expenses and an itemized list of each disbursement made are attached within **Exhibit E**.

25. In summary, by this First Interim Fee Application, K&E requests allowance and payment on a interim basis of any outstanding amounts of fees and expenses in the total amount of \$286,538.29 consisting of: (a) \$279,046.00 for the actual, reasonable, and necessary professional services rendered by K&E on behalf of the Debtors (representing one hundred percent (100%) of fees for services rendered during the First Interim Fee Period, including the fifteen percent (15%) of fees previously held back during the First Interim Fee Period pursuant to the Interim Compensation Order); and (b) \$7,492.29 for actual and necessary costs and expenses.

Notice

26. A copy of the First Interim Fee Application will be served upon the Notice Parties (as defined in the Interim Compensation Order). Additionally, notice of this First Interim Fee Application has been given to Core Group and the 2002 List.⁴ In light of the nature of the relief requested, K&E respectfully submits that no further notice is required.

⁴ Capitalized terms used in this paragraph 26 but not otherwise defined herein shall have the meanings set forth in the Notice, Case Management and Administrative Procedures established by the Order Establishing Certain Notice, Case Management and Administrative Procedures [Docket No. 130] entered on November 13, 2008.

Waiver of Memorandum of Law

27. Pursuant to Local Bankruptcy Rule 9013-1(G), and because there are no novel issues of law presented in this Application and all applicable authority is set forth in the Application, K&E requests that the requirement that all motions be accompanied by a separate memorandum of law be waived.

No Prior Request

28. No prior application for the relief requested herein has been made to this or any other court.

WHEREFORE, for the reasons set forth herein, K&E respectfully requests that the Court enter an order, substantially in the form attached hereto as **Exhibit A**, (a) allowing on an interim basis K&E an administrative expense claim for compensation and reimbursement of its fees and expenses incurred during the First Interim Fee Period, (b) authorizing and directing the Debtors to pay such amounts on a interim basis and (c) granting such other and further relief as is just and proper.

Richmond, Virginia
Dated: March 17, 2009

/s/ Linda K. Myers

Linda K. Myers, P.C.
KIRKLAND & ELLIS LLP
200 East Randolph Drive
Chicago, Illinois 60601-6636
Telephone: (312) 861-2000
Facsimile: (312) 861-2200

Special Counsel to the Debtors and Debtors in Possession

Submitted by:

Gregg M. Galardi, Esq.
Ian S. Fredericks, Esq.
SKADDEN, ARPS, SLATE, MEAGHER &
FLOM, LLP
One Rodney Square
PO Box 636
Wilmington, Delaware 19899-0636
(302) 651-3000

- and -

Chris L. Dickerson, Esq.
SKADDEN, ARPS, SLATE, MEAGHER &
FLOM, LLP
333 West Wacker Drive
Chicago, Illinois 60606
(312) 407-0700

-and-

/s/ Douglas M. Foley

Dion W. Hayes (VSB No. 34304)
Douglas M. Foley (VSB No. 34364)
MCGUIREWOODS LLP
One James Center
901 E. Cary Street
Richmond, Virginia 23219
(804) 775-1000

Counsel to the Debtors and Debtors in Possession

EXHIBIT A

Gregg M. Galardi, Esq.
Ian S. Fredericks, Esq.
SKADDEN, ARPS, SLATE, MEAGHER & FLOM,
LLP
One Rodney Square
PO Box 636
Wilmington, Delaware 19899-0636
(302) 651-3000

Dion W. Hayes (VSB No. 34304)
Douglas M. Foley (VSB No. 34364)
MCGUIREWOODS LLP
One James Center
901 E. Cary Street
Richmond, Virginia 23219
(804) 775-1000

- and -

Chris L. Dickerson, Esq.
SKADDEN, ARPS, SLATE, MEAGHER & FLOM,
LLP
333 West Wacker Drive
Chicago, Illinois 60606
(312) 407-0700

Co-Counsel to the Debtors and Debtors in Possession

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
RICHMOND DIVISION**

In re:

CIRCUIT CITY STORES, INC., et al.,¹

Debtors.

)
) Chapter 11
)
) Case No. 08-35653 (KRH)
)
) Jointly Administered

¹ The Debtors and the last four digits of their respective taxpayer identification numbers are as follows: Circuit City Stores, Inc. (3875), Circuit City Stores West Coast, Inc. (0785), InterTAN, Inc. (0875), Ventoux International, Inc. (1838), Circuit City Purchasing Company, LLC (5170), CC Aviation, LLC (0841), CC Distribution Company of Virginia, Inc. (2821), Circuit City Properties, LLC (3353), Kinzer Technology, LLC (2157), Abbott Advertising Agency, Inc. (4659), Patapsco Designs, Inc. (6796), Sky Venture Corp. (0311), Prahs, Inc. (n/a), XSStuff, LLC (9263), Mayland MN, LLC (6116), Courcheval, LLC (n/a), Orbyx Electronics, LLC (3360), and Circuit City Stores PR, LLC (5512). The address for Circuit City Stores West Coast, Inc. is 9250 Sheridan Boulevard, Westminster, Colorado 80031. For all other Debtors, the address is 9950 Mayland Drive, Richmond, Virginia 23233.

**ORDER APPROVING FIRST INTERIM FEE APPLICATION OF KIRKLAND & ELLIS
LLP FOR COMPENSATION AND REIMBURSEMENT OF EXPENSES FOR
SERVICES RENDERED AS SPECIAL COUNSEL FOR THE DEBTORS AND
DEBTORS IN POSSESSION FOR THE PERIOD FROM
NOVEMBER 10, 2008 THROUGH JANUARY 31, 2009**

Upon the first interim fee application (the “First Interim Fee Application”)² of Kirkland & Ellis LLP (“K&E”) for compensation and reimbursement of expenses for services rendered as special counsel for the debtors in the above-captioned Chapter 11 Cases (collectively, the “Debtors”) for the period from November 10, 2008 through January 31, 2009 (the “First Interim Fee Period”); it appearing that the relief requested in the First Interim Fee Application is in the best interest of the Debtors’ estates, their creditors and other parties in interest; the Court having jurisdiction to consider the First Interim Fee Application and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334; consideration of the First Interim Fee Application and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); venue being proper before the Court pursuant to 28 U.S.C. §§ 1408 and 1409; proper notice of the First Interim Fee Application having been provided to all necessary and appropriate parties, including pursuant to the Order Pursuant to Bankruptcy Code Sections 102 and 105, Bankruptcy Rules 2002 and 9007, and Local Bankruptcy Rules 2002-1 and 9013-1 Establishing Certain Notice, Case Management, and Administrative Procedures [Docket No. 130], the Order Under Bankruptcy Code Sections 105(a) and 331 Establishing Procedures for Interim Compensation [Docket No. 830] (the “Interim Compensation Order”) and no further notice being necessary; and after due deliberation and sufficient cause appearing therefor, it is hereby

ORDERED:

1. The First Interim Fee Application is granted in its entirety on an interim basis.

² Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the First Interim Fee Application.

2. The Court allows on an interim basis an administrative expense claim for K&E in the amount of \$279,046.00 for professional services rendered and \$7,492.29 for actual and necessary expenses incurred during the First Interim Fee Period.

3. The Debtors are authorized and directed to pay on an interim basis the outstanding amounts related to the amounts set forth in paragraph 2 hereof representing one hundred percent (100%) of the unpaid fees and one hundred percent (100%) of actual and necessary expenses for the First Interim Fee Period, including the fifteen percent (15%) of fees previously held back pursuant to the Interim Compensation Order.

4. The Debtors are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the First Interim Fee Application.

5. The terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

6. The Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order.

_____, 2009

United States Bankruptcy Judge

WE ASK FOR THIS:

Gregg M. Galardi, Esq.
Ian S. Fredericks, Esq.
SKADDEN, ARPS, SLATE, MEAGHER &
FLOM, LLP
One Rodney Square
PO Box 636
Wilmington, Delaware 19899-0636
(302) 651-3000

- and -

Chris L. Dickerson, Esq.
SKADDEN, ARPS, SLATE, MEAGHER &
FLOM, LLP
333 West Wacker Drive
Chicago, Illinois 60606
(312) 407-0700

- and -

/s/ Douglas M. Foley.
Dion W. Hayes (VSB No. 34304)
Douglas M. Foley (VSB No. 34364)
MCGUIREWOODS LLP
One James Center
901 E. Cary Street
Richmond, Virginia 23219
(804) 775-1000

Counsel to the Debtors and Debtors in
Possession

CERTIFICATION OF ENDORSEMENT UNDER LOCAL RULE 9022-1(C)

Pursuant to Local Bankruptcy Rule 9022-1(C), I hereby certify that the foregoing proposed order has been endorsed by or served upon all necessary parties.

/s/ Douglas M. Foley
Douglas M. Foley

EXHIBIT B

Gregg M. Galardi, Esq.
Ian S. Fredericks, Esq.
SKADDEN, ARPS, SLATE, MEAGHER & FLOM,
LLP
One Rodney Square
PO Box 636
Wilmington, Delaware 19899-0636
(302) 651-3000

Dion W. Hayes (VSB No. 34304)
Douglas M. Foley (VSB No. 34364)
MCGUIREWOODS LLP
One James Center
901 E. Cary Street
Richmond, Virginia 23219
(804) 775-1000

- and -

Chris L. Dickerson, Esq.
SKADDEN, ARPS, SLATE, MEAGHER & FLOM,
LLP
333 West Wacker Drive
Chicago, Illinois 60606
(312) 407-0700

Counsel to the Debtors and Debtors in Possession

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
RICHMOND DIVISION**

In re:)	Chapter 11
)	
Circuit City Stores, Inc., <i>et al.</i> , ¹)	Case No. 08-35653
)	
Debtors.)	Jointly Administered

**CORRECTED ORDER AUTHORIZING THE EMPLOYMENT AND RETENTION
OF KIRKLAND & ELLIS LLP AS SPECIAL COUNSEL FOR THE DEBTORS
AND DEBTORS IN POSSESSION *EFFECTIVE AS OF THE PETITION DATE***

Upon the application (the “Application”) of the above captioned debtors (collectively, the “Debtors”) for the entry of an order authorizing the Debtors to employ and retain Kirkland &

¹ The Debtors are the following entities: The Debtors and the last four digits of their respective taxpayer identification numbers are as follows: Circuit City Stores, Inc. (3875), Circuit City Stores West Coast, Inc. (0785), InterTAN, Inc. (0875), Ventoux International, Inc. (1838), Circuit City Purchasing Company, LLC (5170), CC Aviation, LLC (0841), CC Distribution Company of Virginia, Inc. (2821), Circuit City Properties, LLC (3353), Kinzer Technology, LLC (2157), Abbott Advertising Agency, Inc. (4659), Patapsco Designs, Inc. (6796), Sky Venture Corp. (0311), Prahs, Inc. (n/a), XSStuff, LLC (9263), Mayland MN, LLC (6116), Courcheval, LLC (n/a), Orbyx Electronics, LLC (3360), and Circuit City Stores PR, LLC (5512). The address for Circuit City Stores West Coast, Inc. is 9250 Sheridan Boulevard, Westminster, Colorado 80031. For all other Debtors, the address is 9950 Mayland Drive, Richmond, Virginia 23233.

Ellis LLP (“K&E”) as special counsel effective as of the date the Debtors filed their chapter 11 petitions, pursuant to sections 327(e) and 330 of title 11 of the United States Code (the “Bankruptcy Code”) and Rules 2014(a) and 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) and Rules 2014-1 and 2016-1 of the Local Bankruptcy Rules for the United States Bankruptcy Court for the Eastern District of Virginia (the “Local Bankruptcy Rules”); and the Court having jurisdiction to consider the Application and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334; and consideration of the Application and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; the Court having reviewed the Application, the Declaration of Anup Sathy, P.C., a partner at K&E (the “Sathy Declaration”), the Court being satisfied based on the representations made in the Application and the Sathy Declaration that K&E does not hold or represent an interest adverse to the Debtors’ estates with respect to the matters on which it is to be employed, as required by section 327(e) of the Bankruptcy Code; and it appearing to the Court that the relief requested is in the best interests of the Debtors’ estates, their creditors, and other parties in interest; and good, adequate, and sufficient cause has been shown to justify the immediate entry of this order; and after due deliberation and sufficient cause appearing therefor, it is ORDERED that:

1. The Debtors are authorized to employ and retain K&E as special counsel *effective as of* the Petition Date in accordance with the terms and conditions set forth in that certain engagement letter annexed hereto as Exhibit 1 (the “Engagement Letter”), as modified by this Order.

2. K&E is authorized to render professional services to the Debtors as described in the Engagement Letter with respect to the Debtors' efforts to secure financing, issues related to the use of cash collateral and all other financing matters to the extent requested by the Debtors.

3. K&E shall apply for compensation for professional services rendered and reimbursement of expenses incurred in connection with the Debtors' chapter 11 cases in compliance with the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, guidelines established by the Office of the U.S. Trustee and any other applicable procedures and orders of the Court.

4. K&E is authorized to offset prepetition fees and expenses against its retainer as contemplated by the Engagement Letter.

5. The Debtors are authorized to take all actions necessary to effectuate the relief granted pursuant to this order in accordance with the Application.

6. The terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

7. The Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order.

Dated: _____

Honorable Kevin R. Huennekens
United States Bankruptcy Judge

WE ASK FOR THIS:

Gregg M. Galardi, Esq.
Ian S. Fredericks, Esq.
SKADDEN, ARPS, SLATE, MEAGHER & FLOM, LLP
One Rodney Square
PO Box 636
Wilmington, Delaware 19899-0636
(302) 651-3000

- and -

Chris L. Dickerson, Esq.
SKADDEN, ARPS, SLATE, MEAGHER & FLOM, LLP
333 West Wacker Drive
Chicago, Illinois 60606
(312) 407-0700

- and -

/s/ Douglas M. Foley_____
Dion W. Hayes (VSB No. 34304)
Douglas M. Foley (VSB No. 34364)
MCGUIREWOODS LLP
One James Center
901 E. Cary Street
Richmond, Virginia 23219
(804) 775-1000

Proposed Counsel to the Debtors
and Debtors in Possession

LOCAL BANKRUPTCY RULE 9022-1(C) CERTIFICATION

Pursuant to Local Bankruptcy Rule 9022-1(C), I hereby certify that the foregoing proposed order has been endorsed by or served upon all necessary parties.

/s/ Douglas M. Foley_____
Douglas M. Foley

Exhibit 1

(Engagement Letter)

KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

200 East Randolph Drive
Chicago, Illinois 60601

Linda K. Myers, P.C.
To Call Writer Directly:
(312) 861-2322
asathy@kirkland.com

(312) 861-2000

www.kirkland.com

Facsimile:
(312) 861-2200

September 15, 2008

PRIVILEGED & CONFIDENTIAL
FOR ADDRESSEE'S EYES ONLY

VIA E-MAIL

Mr. Reginald D. Hedgebeth
Circuit City Stores, Inc.
9950 Maryland Dr.
Richmond, VA 23233-1464

Re: **Retention to Provide Legal Services**

Dear Mr. Hedgebeth:

We are very pleased that you have asked us to represent Circuit City Stores, Inc. and its subsidiaries and affiliates (collectively, "you", "your" or the "Company") in connection with its financing efforts and related matters. Please note, the Firm's representation is only of the Company; the Firm does not and will not represent any shareholder, director, officer, partner, or joint venturer of the Company.

General Terms. This retention letter (the "Agreement") sets forth the terms of your retention of Kirkland & Ellis LLP and Kirkland & Ellis International LLP (collectively "K&E LLP" or the "Firm") to provide legal services and constitutes an agreement between us. The Agreement sets forth our entire agreement for rendering professional services for the current matter, as well as for all other existing or future matters, except where we otherwise agree in writing (e.g., by signing a different retention letter).

Personnel. I will be primarily responsible for this engagement. Other attorneys and legal assistants also will perform services during the course of this engagement. We will involve such other lawyers and legal assistants in K&E LLP to the extent that your needs make such involvement desirable and acceptable to you.

Fees. The Firm will bill the Company for fees incurred at its regular hourly rates and in quarterly increments of an hour (or in smaller time increments otherwise required by a court). We reserve the right to adjust the Firm's billing rates from time to time in the ordinary course of the Firm's representation of the Company.

Hong Kong London Los Angeles Munich New York Palo Alto San Francisco Washington, D.C.

KIRKLAND & ELLIS LLP

September 15, 2008

Page 2

Although we will attempt to estimate fees to assist you in your planning if requested, such estimates are subject to change and are not binding unless otherwise expressly and unequivocally stated in writing.

Expenses. Expenses related to providing services shall be included in our statements as disbursements advanced by us on your behalf. Such expenses include photocopying, printing, scanning, witness fees, travel expenses, filing and recording fees, certain secretarial overtime, and other overtime expenses, postage, express mail, and messenger charges, deposition costs, computerized legal research charges, and other computer services, and miscellaneous other charges. Our clients pay directly (and are solely responsible for) certain larger costs, such as consultant or expert witness fees and expenses, and outside suppliers or contractors' charges. By executing this Agreement below, you agree to pay for all charges in accordance with the K&E LLP's schedule of charges, a copy of which is attached hereto at Schedule 1, as revised from time to time.

Billing Procedures. Our statements for fees and expenses are typically rendered monthly and, unless other arrangements are made, payment in full is due upon receipt. We may adjust our billing cycle upon agreement with you. You may have the billing statement in any reasonable format you choose, but we will select an initial format for the statement unless you otherwise request in writing. Depending on the circumstances, however, estimated or summary bills may be provided during certain billing cycles, with supporting time descriptions and expense summaries to follow thereafter.

Retainer. The Company will provide to the Firm, a "classic retainer" in the amount of US \$100,000. As such, the classic retainer will be earned by the Firm upon receipt. The initial amount of the classic retainer was set to approximate our estimate of fees and expenses expected to be accrued and unpaid by the Company between payment cycles. The Firm's estimate of expected fees and expenses may change based upon actual or expected fees and expenses incurred or expected to be incurred, as applicable. Further, the Company agrees to replenish the classic retainer upon receiving invoices from the Firm so that the classic retainer amount remains at or above the Firm's estimated fees and expenses expected to be accrued and unpaid by the Company between payment cycles.

The classic retainer will be placed into K&E LLP's general cash account, will not be held in a separate account on your behalf, and you will not receive any interest on these monies. You have no interest in the classic retainer. This amount does not constitute a security deposit.

Termination. Our retention may be terminated by either of us at any time by written notice by or to you. Our representation will end at the earliest of (a) your termination of our representation, (b) our withdrawal, and (c) the substantial completion of our substantive work.

KIRKLAND & ELLIS LLP

September 15, 2008

Page 3

We normally do not withdraw from a representation unless the client misrepresents or fails to disclose material facts, fails to pay fees or expenses, or makes it unethical or unreasonably difficult for us to continue to represent the client, or unless other just cause exists. If permission for withdrawal is required by a court, we shall apply promptly for such permission, and termination shall coincide with the court order for withdrawal. If this Agreement or our services are terminated for any reason, such termination shall be effective only to terminate our services prospectively and all the other terms of this Agreement shall survive any such termination.

Upon cessation of our active involvement in a particular matter (even if we continue active involvement in other matters on your behalf), we will have no further duty to inform you of future developments or changes in law as may be relevant to such matter. Further, unless you and we mutually agree in writing to the contrary, we will have no obligation to monitor renewal or notice dates or similar deadlines that may arise from the matters for which we had been retained.

Cell Phone and E-Mail Communication. K&E LLP hereby informs you and you hereby acknowledge that K&E LLP's attorneys sometimes communicate with their clients and their clients' professionals and agents by cell telephone, that such communications are capable of being intercepted by others and therefore may be deemed no longer protected by the attorney-client privilege, and that you must inform K&E LLP if you do not wish K&E LLP to discuss privileged matters on cell telephones with you or your professionals or agents.

K&E LLP hereby informs you and you hereby acknowledge that K&E LLP's attorneys sometimes communicate with their clients and their clients' professionals and agents by unencrypted e-mail, that such communications are capable of being intercepted by others and therefore may be deemed no longer protected by the attorney-client privilege, and that you must inform K&E LLP if you wish to institute a system to encode all e-mail between K&E LLP and you or your professionals or agents.

File Retention. All records and files will be retained and disposed of in compliance with our policy in effect from time to time. Subject to future changes, it is our current policy generally not to retain records relating to a matter for more than five years. Upon your prior written request, we will return client records to you prior to their destruction. It is not administratively feasible for us to advise you of the closing of a matter or the disposal of records. We recommend, therefore, that you maintain your own files for reference or submit a written request for your client files promptly upon conclusion of a matter.

Conflicts of Interest. As is customary for a law firm of our size, you currently have relationships with numerous business entities that K&E LLP has represented or currently represents in matters that may or may not be related to you.

KIRKLAND & ELLIS LLP

September 15, 2008

Page 4

In undertaking our representation of the Company, we want to be fair not only to its interests but also to those of our other clients. Because the Company is engaged in activities (and may in the future engage in additional activities) in which its interests may diverge from those of our other clients, the possibility exists that one of our current or future clients may take positions adverse to the Company (including litigation or other dispute resolution mechanisms) in a matter in which K&E LLP may be retained. In particular, as you know, K&E currently represents Golden Gate Capital in its efforts to provide financing to and/or otherwise engage in certain one or more investment, recapitalization or acquisition transactions involving the Company (collectively, the "Golden Gate Matter"). In the event a present conflict of interest exists between the Company and our other clients or in the event one arises in the future, the Company agrees to waive any such conflict of interest or other objection that would preclude our representation of another client (a) in other current or future matters unrelated to this representation of the Company, and (b) whether before, during or after a Restructuring Case(s) (described below), in other matters related to the Company, including with respect to any Golden Gate Matter, as to which any such conflict or objection is hereby waived by the Company; provided that for the duration of this engagement, K&E LLP will not otherwise represent any other client's interest in any transaction or litigation that is directly adverse to the Company with respect to this engagement without your prior consent. As discussed, we will institute a formal screening protocol with respect to the Golden Gate Matter. The Company also agrees that our representation is solely of the Company and that no member or other entity or person related to it (such as directors, officers or employees) has the status of a client for conflict of interest purposes.

Restructuring Cases. If it becomes necessary for you to commence a restructuring case under chapter 11 of the U.S. Bankruptcy Code, our ongoing employment by you will be subject to the approval of the court with jurisdiction over the petition. If necessary, K&E LLP will take steps necessary to prepare the disclosure materials required in connection with K&E LLP's retention as lead restructuring counsel.

If necessary, we will prepare a preliminary draft of a schedule describing K&E LLP's relationships with certain interested parties (the "Disclosure Schedule"). We will give you a draft of the Disclosure Schedule once it is available. Although K&E LLP believes that these relationships do not constitute actual conflicts of interest, these relationships must be described and disclosed in your application to the court to retain K&E LLP.

If actual conflicts of interest arise in the Company's Restructuring Cases, the Company will be required to use separate conflicts counsel in those matters, and the Firm will not participate in those matters for the Company but will be permitted to represent Golden Gate Capital if the conflict is related to the Golden Gate Matter.

KIRKLAND & ELLIS LLP

September 15, 2008

Page 5

No Guarantee of Success. It is impossible to provide any promise or guarantee about the outcome of your matters. Nothing in this Agreement or any statement by our staff or attorneys constitutes a promise or guarantee. Any comments about the outcome of your matter are simply expressions of judgment and are not binding on us.

Consent to Use of Information. In connection with future materials that, for marketing purposes, describe facets of our law practice and recite examples of matters we handle on behalf of clients, you agree that, if those materials avoid disclosing your confidences and secrets as defined by applicable ethical rules, they may identify you as a client, may contain factual synopses of your matters, and may indicate generally the results achieved.

Reimbursement of Expenses. You agree promptly to reimburse us for all fees and expenses, including the amount of K&E LLP's attorney and paralegal time at normal billing rates, as incurred by us in connection with participating in, preparing for, or responding to any action, claim, suit or proceeding brought by or against any third-party that relates to the legal services provided by us under the Agreement. Without limiting the scope of the foregoing, and by way of example only, this paragraph extends to all such fees and expenses incurred by us in responding to document subpoenas, and preparing for and testifying at depositions and trials.

LLP. Kirkland & Ellis LLP is a limited liability partnership organized under the laws of Illinois, and Kirkland & Ellis International LLP is a limited liability partnership organized under the laws of Delaware. Pursuant to those statutory provisions, an obligation incurred by a limited liability partnership, whether arising in tort, contract or otherwise, is solely the obligation of the limited liability partnership, and partners are not personally liable, directly or indirectly, by way of indemnification, contribution, assessment or otherwise, for such obligation solely by reason of being or so acting as a partner.

Miscellaneous. This Agreement sets forth our entire agreement for rendering professional services. It can be amended or modified only in writing and not orally or by course of conduct. Each party signing below is jointly and severally responsible for all obligations due us and represents that each has full authority to execute this Agreement so that it is binding. This Agreement may be signed in one or more counterparts and binds each party countersigning below, whether or not any other proposed signatory ever executes it. If any provision of this Agreement or the application thereof is held invalid or unenforceable, the invalidity or unenforceability shall not affect other provisions or applications of this Agreement which can be given effect without such provisions or application, and to this end the provisions of this Agreement are declared to be severable.

KIRKLAND & ELLIS LLP

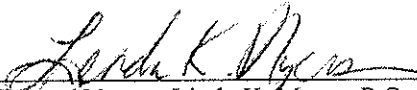
September 15, 2008
Page 6

We are not advising you with respect to this Agreement because we would have a conflict of interest in doing so. If you wish advice, you should consult independent counsel of your choice.

Please confirm your agreement with the arrangements described in this letter by signing below and returning it to me via fax: 312-861-2200.


Very truly yours,

KIRKLAND & ELLIS LLP

By 
Printed Name: Linda K. Myers, P.C.
Title: Partner

Agreed to and accepted as of this 17th day of September, 2008.

CIRCUIT CITY STORES, INC.

By: 
Printed Name: Reginald D. Hedgebeth
Title: Senior VP, General Counsel and Secretary

Schedule I

KIRKLAND & ELLIS LLP

CLIENT-REIMBURSABLE EXPENSES AND OTHER CHARGES

Effective 1/1/08

The following outlines Kirkland & Ellis's ("K&E's") policies and standard charges for various services performed by the Firm and/or by other third parties on behalf of the client which are often ancillary to our legal services. Services provided by in-house Firm personnel are for the convenience of our clients. Given that these services are often ancillary to our legal services, in certain instances, it may be appropriate and/or more cost efficient for these services to be outsourced to a third-party vendor.

- **Duplicating, Reprographics and Printing:** The following list details the Firm's charges for duplicating, reprographics and printing services:
 - Black and White Copy or Print (all sizes of paper):
 - \$0.10 per impression for all U.S. offices except New York
 - \$0.15 per impression in New York
 - €0.10 per impression in Munich
 - £0.10 per impression in London
 - HK\$0.75 per impression in Hong Kong
 - Color Copy or Print (all sizes of paper):
 - \$0.50 per impression
 - Scanned Images:
 - \$0.15 per page for black and white or color scans
 - Other Services:
 - CD/DVD Duplicating or Mastering - \$7/\$10 per CD/DVD
 - Binding - \$0.70 per binding
 - Labels and Tabs - \$0.03 - \$0.10 per item based on service
 - Black and White or Color Transparency - \$0.15 or \$0.65 per page

If services are provided beyond those outlined above, pricing will be based on the Firm's approximate cost and/or comparable market pricing.

- **Secretarial and Word Processing:** Clients are not charged for secretarial and word processing activities incurred on their matters during standard business hours.

- **Overtime Charges:** Secretarial and word processing overtime costs are not passed on to clients unless either (i) the client has specifically requested the after-hours work or (ii) the nature of the work being done for the client necessitates the overtime and such work could not have been done during normal working hours. Costs for related overtime meals and transportation are charged to the client only under the same conditions and subject to any applicable regulations or guidelines.
- **Travel Expenses:** We charge clients only our out-of-pocket costs for travel expenses including associated travel agency fees. We charge only coach fares (business class for international flights) unless the client has approved first-class or an upgrade. K&E personnel are instructed to incur only reasonable airfare, hotel and meal expenses. K&E negotiates, uses, and passes along volume discount hotel and air rates whenever possible and practical. Volume discounts exclude certain immaterial retrospective rebates for which it is not practical to allocate to specific travel.
- **Communication Expenses:** We do not charge clients for telephone calls or faxes made from K&E's offices with the exception of third-party conference calls and videoconferences. Charges incurred for conference calls, videoconferences, cellular telephones, and calls made from other third-party locations will be charged to the client at the actual cost incurred. Further, other telecommunication expenses incurred at third-party locations (e.g., phone lines at trial sites, Internet access, etc.) will be charged to the client at the actual cost incurred.
- **Overnight Delivery/Postage:** We charge clients for the actual cost of overnight and special delivery (e.g., Express Mail and FedEx), and U.S. postage for materials mailed on the client's behalf. K&E negotiates, uses, and passes along volume discount rates whenever possible.
- **Messengers:** We charge clients for the actual cost of a third party vendor messenger. Where a K&E in-house messenger is used, we charge clients a standard transaction charge plus applicable cab fare.
- **Computerized Research Services:** Client charges are limited to K&E's actual third-party costs and do not include any surcharges for related overhead. K&E negotiates, uses, and passes along volume discount rates whenever possible. As discounts are customarily based on overall volume: the amount of the discount may vary from month to month.
- **Off-Site Legal Files Storage:** Clients are not charged for off-site storage of files unless the storage charge is specifically approved in advance.
- **Electronic Data Storage:** The Firm does not routinely charge clients for costs to store electronic data and files related to cases on the Firm's systems. However, the Firm will charge for any third-party data storage costs for those cases where the Firm, in consultation with the client, concludes that the size of the matter or need for long-term data storage requires a third-party service provider to provide economical data storage.
- **Document Procurement:** Our standard client charge for document retrieval when a K&E library employee obtains a document from an outside source is \$25 per document. There is

no client charge for retrieving documents from K&E libraries in other cities or from other collections when the document is part of the K&E collection but unavailable.

- **Calendar Court Services:** Our standard charge is \$25 for a court filing and other court services or transactions.
- **Library and Business/Industry Research Services:** Research specialists perform computerized research services at the request of attorneys, and clients are charged per hour for these services.
- **Supplies:** There is no client charge for standard office supplies. Clients are charged only for special items (e.g., a minute book, exhibit tabs/indexes/dividers, binding, etc.) and then only at K&E's actual cost.
- **Contract Attorneys and Contract Non-Attorney Billers:** If there is a need to utilize a contract attorney or contract non-attorney on a client engagement, clients will be requested to retain and pay these individuals directly unless specific billing arrangements are agreed between the Firm and client.

The Firm's International offices may use contract attorneys and contract non-attorney billers to supplement staffing needs. Clients will be charged per hour for these billers, if they are utilized on a client engagement.

- **Expert Witnesses, Experts of Other Types, and Other Third Party Consultants:** If there is a need to utilize an expert witness, expert of other type, or other third party consultant such as accountants, investment bankers, academicians, other attorneys, etc. on a client engagement, clients will be requested to retain or pay these individuals directly unless specific billing arrangements are agreed between the Firm and client.
- **Third Party Expenditures:** Third party expenditures (e.g., corporate document and lien searches, lease of office space at Trial location, IT equipment rental, SEC and regulatory filings, etc.) incurred on behalf of a client, will be passed through to the client at actual cost. If the invoice exceeds \$50,000, it is K&E's policy that wherever possible such charges will be directly billed to the client. In those circumstances where this is not possible, K&E will seek reimbursement from our client prior to paying the vendor.

Unless otherwise noted, charges billed in foreign currencies are determined annually based on current U.S. charges at an appropriate exchange rate.

EXHIBIT C

Summary of Hours Billed by Attorneys for the First Interim Fee Period

Name of Professional Person	Position with the Applicant and Year Admitted		Department	Hourly Billing Rate	Total Billed Hours	Total Compensation
Erin Broderick	Associate	2008	Restructuring	\$335.00	19.90	\$9,039.00
				\$365.00	6.50	
Laura Franzon	Associate	2003	Restructuring	\$565.00	13.50	\$8,176.50
				\$610.00	0.90	
David Grassmick	Partner	2002	Litigation	\$540.00	47.80	\$25,812.00
Shelia Kang	Associate	2008	Corporate	\$295.00	60.90	\$18,861.50
				\$320.00	2.80	
Michelle Kilkenney	Partner	2002	Corporate	\$530.00	58.60	\$32,570.00
				\$560.00	2.70	
Ross M. Kwasteniet	Partner	2002	Restructuring	\$590.00	2.80	\$1,652.00
Mercedes McFarland	Associate	2005	Corporate	\$440.00	34.60	\$15,224.00
Rachel M. McLaughlin	Associate	2008	Intellectual Property	\$295.00	21.20	\$6,254.00
Linda K. Myers, P.C.	Partner	1990	Corporate	\$845.00	118.60	\$116,148.00
				\$890.00	17.90	
Anup Sathy, P.C.	Partner	1995	Restructuring	\$795.00	22.20	\$17,649.00
Jeremy M. Veit	Partner	2001	Corporate	\$575.00	1.50	\$862.50
Michael R. Walsh	Associate	2008	Litigation	\$295.00	16.20	\$4,779.00
Totals for Attorneys					448.60	\$257,027.50

Summary of Hours Billed by Paraprofessionals for the First Interim Fee Period

Name of Paraprofessional Person	Position with the Applicant	Department	Hourly Billing Rate	Total Billed Hours	Total Compensation
Patricia A. Costello	Legal Assistant	Corporate	\$205.00	24.90	\$5,104.50
Margo Eckstein	Technology Services	Litigation	\$240.00	1.30	\$312.00
Claude W. Irmis	Legal Assistant	Restructuring	\$265.00	3.40	\$901.00
Ellen J. Kratofil	Conflicts Specialist	Administrative Services	\$220.00	0.20	\$44.00
Maureen McCarthy	Legal Assistant	Restructuring	\$225.00	4.00	\$2,216.00
			\$235.00	5.60	
Jennifer Merchant	Project Assistant	Corporate	\$165.00	9.50	\$1,567.50
Thomas N. Nelson, Jr.	Technology Services	Litigation	\$200.00	1.00	\$200.00
Timothy O'Brien	Project Assistant	Corporate	\$155.00	3.80	\$589.00
Dong Y. Park	Case Assistant	Corporate	\$150.00	4.80	\$720.00
Jane Penley	Project Assistant	Restructuring	\$150.00	2.50	\$375.00
Michelle Peterson	Project Assistant	Restructuring	\$155.00	0.20	\$31.00
Katrina M. Simek	Legal Assistant	Restructuring	\$195.00	50.30	\$9,808.50
Peter Stach	Project Assistant	Restructuring	\$150.00	0.50	\$75.00
Carrie L. Wildfong	Project Assistant	Restructuring	\$150.00	0.50	\$75.00
Totals for Paraprofessionals				112.50	\$22,018.50

Total Fees for Attorneys and Paraprofessionals for First Interim Fee Period	\$279,046.00
--	---------------------

EXHIBIT D

Summary of Legal Fees and Expenses for the First Interim Fee Period

Matter Number	Matter Description	Total Billed Hours	Total Fees Requested	Total Expenses Requested	Total Compensation
2	Financing	561.10	\$279,046.00	\$7,492.29	\$286,538.29
Totals		561.10	\$279,046.00	\$7,492.29	\$286,538.29

EXHIBIT D-1

Summary of Legal Fees and Expenses for November 10, 2008 through November 30, 2008

Matter Number	Matter Description	Total Billed Hours	Total Fees Requested	Total Expenses Requested	Total Compensation
2	Financing	198.40	\$95,707.50	\$546.00	\$96,253.50
Total		198.40	\$95,707.50	\$546.00	\$96,253.50

Fee Invoices for the Period November 10, 2008 through November 30, 2008

Circuit City Stores, Inc.
2 Financing

Legal Services for the Period Ending November 30, 2008

Individual Timekeeper Summary

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Erin Broderick	13.00	335.00	4,355.00
Laura Franzon	8.20	565.00	4,633.00
David Grassmick	4.00	540.00	2,160.00
Shelia Kang	25.60	295.00	7,552.00
Michelle Kilkenney	28.10	530.00	14,893.00
Ross M Kwasteniet	2.20	590.00	1,298.00
Mercedes McFarland	21.00	440.00	9,240.00
Linda K Myers, P.C.	46.40	845.00	39,208.00
Anup Sathy, P.C.	4.70	795.00	3,736.50
Patricia A Costello	23.30	205.00	4,776.50
Claude W Irmis	3.40	265.00	901.00
Jennifer Merchant	9.50	165.00	1,567.50
Timothy O'Brien	3.80	155.00	589.00
Dong Y Park (Peter)	4.80	150.00	720.00
Katrina M Simek	.40	195.00	78.00
	198.40		\$ 95,707.50

Circuit City Stores, Inc.
2 Financing

Legal Services for the Period Ending November 30, 2008

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
11/10/08	Laura Franzon	2.50	Research re retention and 327(e).
11/10/08	Timothy O'Brien	2.80	Review tax lien result correspondence from P. Costello (.5); create lien summary (.8); correspondence with P. Costello re same (.2); prepare for and attend conference with P. Costello re same (.2); research re local tax liens in various counties (.6); update deliverables checklist (.5).
11/10/08	Patricia A Costello	7.50	Prepare for closing (5.0); distribute closing documents (.5); review closing room (.8); review lien search results (.4); follow up on signature pages (.5); emails and conferences with working group (.3).
11/10/08	Michelle Kilkenney	4.50	Review and coordinate various preclosing matters.
11/10/08	Mercedes McFarland	9.30	Coordinate with local counsel re opinion letter and closing deliverables (.5); review revised draft loan documents and distribute comments (2.0); coordinate closing deliverables with S. Kang, P. Costello, M. Kilkenney and lenders' counsel (6.8).
11/10/08	Jennifer Merchant	3.00	Assemble secretary's certificates (2.5); update closing room (.5).
11/10/08	Erin Broderick	6.50	Prepare for and attend conferences with L. Franzon and R. Kwasteniet re retention application (.4); telephone conferences with L. Franzon and E. Kratofil re same (.2); review precedent related to retention (2.0); review and revise retention application per comments received (1.0); research re retention and 327(e) (2.5); correspondence with E. Kratofil and L. Franzon re retention application (.4).
11/10/08	Shelia Kang	7.00	Review insurance certificate (1.0); review promissory notes for correctness (2.0); review transfer power for debenture (1.5); coordinate and forward closing documents to

Circuit City Stores, Inc.
2 Financing

Legal Services for the Period Ending November 30, 2008

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
			Puerto Rico counsel for review (.3); send final copies of credit/pledge/security agreement schedules (.2); confer with Riemer, Bank of America's counsel to complete closing checklist (.4); research commercial tort claims for UCC filing (1.6).
11/10/08	Linda K Myers, P.C.	8.00	Review revised collateral documents (2.4); review revised credit agreement (2.7); review utilities motion (.8); review CCAA order (.4); review post-closing list (.5); review borrowing base materials (.8); correspond re arrangement fees (.4).
11/11/08	Laura Franzon	1.50	Research re retention (1.3); correspondence re same (.2).
11/11/08	Timothy O'Brien	1.00	Correspondence with CT Corporation re tax liens from Anderson County and Spartanburg County in South Carolina (.4); revise tax lien search summary (.6).
11/11/08	Patricia A Costello	6.50	Distribute additional signature pages (.5); follow up on outstanding stock certificates (.5); review lien summary (1.2); review tax lien search results (.8); prepare final executed closing documents (3.0); correspondence with working group re closing matters (.5).
11/11/08	Ross M Kwasteniet	1.20	Review draft retention materials and internal conferences re same.
11/11/08	Michelle Kilkenney	1.80	Prepare and participate in status conference (.6); attend to preclosing matters (1.2).
11/11/08	Jennifer Merchant	1.50	Update closing room with executed signature pages.
11/11/08	Erin Broderick	1.80	Research re issues related to retention (.6); revise retention per comments received (.4); telephone calls with C. Fisher (Skadden) re updates (.2); correspondence with C. Fisher re notice parties (.2); review Skadden's comments to retention application (.2); review and respond to correspondence from K&E team and Skadden (.2).

Circuit City Stores, Inc.
2 Financing

Legal Services for the Period Ending November 30, 2008

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
11/11/08	Shelia Kang	6.50	Review and update lien schedule on credit agreement (4.5); correspondence with Puerto Rico counsel for the Puerto Rico opinion letter (.5); revise Circuit City Stores Puerto Rico secretary certificate (1.5).
11/11/08	Linda K Myers, P.C.	6.90	Prepare for and participate in daily status call (1.8); review and respond to correspondence re open items for closing (.7); review revised borrowing base certificate (.3); review local counsel opinions (1.1); correspond re dating documentation and closing matters (.5); review Canadian borrowing base materials (.5); correspond re same (.2); review final Kirkland opinion (.9); correspondence re same (.3); review correspondence re Canadian budget (.2); review and correspond re disbursement letter (.4).
11/12/08	Laura Franzone	2.00	Review and revise retention and correspondence related thereto.
11/12/08	Patricia A Costello	4.80	Prepare for closing (1.0); follow up on outstanding signature pages (.4); review lien search received (.6); distribute signature pages and final documents (.8); review original signature pages received (.3); review collateral delivered to NY office (.5); review and comment on transmittal letter (.8); correspondence and internal conferences with working group (.4).
11/12/08	Michelle Kilkenney	7.30	Attend to preclosing matters (5.3); prepare for and attend executive committee board meeting (2.0).
11/12/08	Claude W Irmis	1.20	Search and review special counsel retention precedent.
11/12/08	Mercedes McFarland	4.00	Coordinate with P. Costello, S. Kang, client and lenders re closing deliveries and signature pages (3.5); review and revise opinion letter (.5).
11/12/08	Jennifer Merchant	3.50	Compile secretary's certificates (1.0); coordinate executed signature pages (.8); draft correspondence letter (1.5); send

Circuit City Stores, Inc.
2 Financing

Legal Services for the Period Ending November 30, 2008

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
			original signature pages (.2).
11/12/08	Erin Broderick	1.40	Research re retention issues (.5); correspondence to R. Kwasteniet and A. Sathy re same (.5); research re filing deadline under local rules (.2); conferences with L. Franzon re same (.2).
11/12/08	Dong Y Park (Peter)	2.50	Assist P. Costello with closing (1.7); receive, review, scan and prepare closing deliverables (.5); prepare cover memorandum (.3).
11/12/08	Linda K Myers, P.C.	5.60	Review revised credit agreement (.7); review open items list (.2); review revised payoff and disbursement letter (.3); review budget revisions and related correspondence (.9); review 8K and revise same (.5); review revised borrowing notice (.4); correspondence re revisions to 8K (.4); prepare for and participate in closing call (.5); prepare for and participate in executive committee call (1.4); telephone conference with D. Ramsey re 8K and funding items (.3).
11/13/08	Patricia A Costello	2.70	Coordinate delivery of original stock certificates, notes, and powers (.2); review collateral documents delivered to NY office (.5); discussions with J. Conway and P. Park re same (.2); prepare transmittal letter and receipt re same (.3); prepare transmittal of replacement stock certificate and revised powers to D. Ramsey (.8); correspondence re same (.2); prepare transmittal of additional original signature pages to Riemer (.2); review and update closing checklist re deliverables (.3).
11/13/08	Michelle Kilkenney	2.00	Review and markup various confidentiality agreements (1.1); conference with D. Berman re Canadian borrowings (.1); conference with M. McFarland re post-closing matters (.2); conference with M. Wasserman re Canadian borrowings (.2); conference with J. Conway re opinion (.2); attend to correspondence (.2).
11/13/08	Mercedes McFarland	1.30	Coordinate with M. Kilkenney re revision and distribution of opinion letter.

Circuit City Stores, Inc.
2 Financing

Legal Services for the Period Ending November 30, 2008

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
11/13/08	Erin Broderick	.90	Review and revise exhibits (.2); correspondence with E. Kratofil re same (.1); correspondence with C. Fisher and I. Fredericks re same (.2); revise application (.4).
11/13/08	Dong Y Park (Peter)	2.30	Assist P. Costello with post-closing matters (1.2); review and revise cover memo (.5); organize closing deliverables (.4); deliver package to Riemer & Braunstein and obtain signature on transmittal letter (.2).
11/13/08	Linda K Myers, P.C.	.50	Review and respond to correspondence re Canadian refinancing (.2); review and respond to correspondence re confidentiality agreements and related terms (.3).
11/14/08	Laura Franzon	.80	Correspondence re billing and retention (.3); draft billing protocol and retention protocol to distribute to K&E team (.5).
11/14/08	Patricia A Costello	.90	Communicate with working group re delivery of replacement stock certificate and powers (.6); review memorandum re billing protocol (.2); review and distribute evidence of lien termination (.1).
11/14/08	Ross M Kwasteniet	1.00	Review and revise retention application and supporting declaration.
11/14/08	Michelle Kilkenney	.50	Prepare and conference re status of cases (.3); attend to correspondence (.2).
11/14/08	Claude W Irmis	2.20	Search, retrieve, review and distribute court docket information re special retentions.
11/14/08	Mercedes McFarland	.70	Coordinate with S. Kang and P. Costello re post closing deliveries.
11/14/08	Erin Broderick	.50	Review comments to retention (.2); revise retention application and declaration (.1); correspondence and conference with L. Franzon, R. Kwasteniet, I. Fredericks and C. Fisher re same (.2).
11/14/08	Linda K Myers, P.C.	1.10	Review and respond to correspondence re Canadian pre-petition loan repayment (.6);

Circuit City Stores, Inc.
2 Financing

Legal Services for the Period Ending November 30, 2008

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
			review and respond to correspondence re confidentiality agreements (.3); correspond re trade lien issues (.2).
11/15/08	Mercedes McFarland	.20	Review correspondence and forward final credit documents to bankruptcy counsel.
11/17/08	Laura Franzon	1.20	Review and revise retention application (1.0); correspondence with I. Fredericks re same (.2).
11/17/08	Michelle Kilkenney	2.30	Prepare for and conference with C. Dickerson, M. Wasserman and D. Seymour re Canadian borrowings (1.0); conference with J. Dacks and M. Wasserman re same (.2); review and revise confidentiality agreements (.5); attend to correspondence (.6).
11/17/08	Mercedes McFarland	1.50	Telephone conference with M. Kilkenney and Canadian counsel re intercompany loans (.8); review credit agreement provisions re investments and coordinate with M. Kilkenney re permitted investments (.2); coordinate with S. Kang re post-closing deliverables (.5).
11/17/08	Erin Broderick	1.00	Revise retention application and declaration (.8); correspondence with I. Fredericks re retention application (.2).
11/17/08	Shelia Kang	1.00	Review reporting requirements in the executed credit agreement (.1); follow up on closing documentation that K&E needs from Riemer (.9).
11/17/08	Linda K Myers, P.C.	3.10	Review and respond to correspondence re confidentiality agreements (.4); review and respond to inquiries re DIP terms (.6); review interim order and Canadian order (1.5); correspond re cash management and Canadian prepetition loan repayment and telephone conference with M. Kilkenney re same (.6).
11/17/08	Anup Sathy, P.C.	.90	Conferences re revised declaration.
11/18/08	Patricia A Costello	.20	Correspondence with working group re status of tax liens, support certificate and receipt

Circuit City Stores, Inc.
2 Financing

Legal Services for the Period Ending November 30, 2008

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
			of additional collateral.
11/18/08	Michelle Kilkenney	1.50	Review budget (.2); coordinate execution of confidentiality agreements (.3); review and markup company presentations (.5); attend to post-closing matters (.5).
11/18/08	Mercedes McFarland	1.00	Coordinate with Canadian counsel and client re post-closing items (.5); coordinate with S. Kang re assembling final loan documents and open post-closing items (.5).
11/18/08	Erin Broderick	.20	Review filed application, order and declaration.
11/18/08	Shelia Kang	1.30	Review post-closing letter (.5); review closing documentation from Riemer and correspond with Riemer re same (.8).
11/18/08	Linda K Myers, P.C.	2.60	Review official creditors committee presentation (1.2); correspond re consents for pre-petition debt repayment (.3); review correspondence re Canadian loan repayment (.6); correspondence re retention application (.2); correspondence re DIP collateral (.3).
11/19/08	Patricia A Costello	.30	Review and comment on receipt letter for replacement stock certificate and powers (.2); correspondence with M. McFarland and J. Merchant re same (.1).
11/19/08	Michelle Kilkenney	.50	Prepare for and attend conference with L. Myers re status (.2); prepare for and attend conference with D. Foley re L/Cs (.1); prepare for and attend conference with I. Fredericks re changed pages and review same (.2).
11/19/08	Mercedes McFarland	1.30	Coordinate with Canadian counsel re post-closing deliverables (.3); office conference with S. Kang re distribution of loan documents (.4); review final credit agreement and prepare summary of changes from filed version (.6).
11/19/08	Jennifer Merchant	1.50	Draft correspondence letter requesting acknowledgement of receipt of stock certificates, stock and note powers.

Circuit City Stores, Inc.
2 Financing

Legal Services for the Period Ending November 30, 2008

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
11/19/08	Shelia Kang	2.10	Review executed payoff letter and post-closing letter provided by Riemer (.2); review loan documentation and provide executed loan documents to Canadian Counsel (.7); review closing documentation (.2); compile final executed DIP credit agreement from final loan document sent from Riemer, the final exhibits and final schedules (.6); office conference with M. McFarland (.4).
11/19/08	Linda K Myers, P.C.	1.80	Review revised creditors committee presentation (.8); review flash report and correspondence re same (.4); review correspondence re meeting with monitor (.2); review Canadian flash report (.2); correspond re intercompany liens (.2).
11/20/08	Michelle Kilkenney	2.80	Status conference call (1.0); attend executive committee board meeting teleconference (1.6); attend to correspondence (.2).
11/20/08	Mercedes McFarland	.60	Coordinate with Canadian counsel and lenders re post-closing extension (.3); prepare tax disclosure form (.3).
11/20/08	Linda K Myers, P.C.	2.80	Review correspondence re Canadian funding (.5); review correspondence re committee meeting and diligence requests (.3); review executive committee agenda and participate in executive committee meeting (1.7); correspondence re utility blocked account (.3).
11/20/08	Anup Sathy, P.C.	1.10	Conferences re potential revisions to declaration (.8); conferences re discovery issues (.3).
11/21/08	Michelle Kilkenney	.50	Participate in status call.
11/21/08	Mercedes McFarland	.50	Coordinate with S. Kang re preparation of closing binder (.3); coordinate with bankruptcy counsel re escrow agreement (.2).
11/21/08	Shelia Kang	2.40	Prepare closing book index (.7); request and review final versions of Canadian loan documents (.7); compile documents for closing

Circuit City Stores, Inc.
2 Financing

Legal Services for the Period Ending November 30, 2008

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
			book (1.0).
11/21/08	Linda K Myers, P.C.	1.90	Review discovery materials (1.2); correspondence re discoveries with committees and bank counsel related to same (.4); review correspondence re meeting with monitor (.3).
11/21/08	Anup Sathy, P.C.	.90	Review revised disclosures (.4); review discovery requests re DIP (.5).
11/22/08	Linda K Myers, P.C.	1.50	Review and respond to correspondence re committee discovery (.5); review final order (1.0).
11/24/08	Laura Franzon	.20	Review compensation declaration for filing related to retention.
11/24/08	Michelle Kilkenney	2.00	Review and markup final order (1.4); attend to correspondence (.2); status call (.4).
11/24/08	Mercedes McFarland	.60	Review payoff letter amounts for intercompany loans and coordinate with client and lenders' counsel re discrepancies (.5); coordinate with bankruptcy counsel and lenders re escrow agreement (.1).
11/24/08	Erin Broderick	.30	Revise disclosure of attorney compensation (.2); correspondence with L. Moore re same (.1).
11/24/08	Shelia Kang	2.70	Revise index of closing book (1.3); review letters of credit information for discrepancy between the order and the final schedules (.5); review intercompany notes re delivery to the lender's counsel (.7); review information re authorized shares pledged in the Pledge Agreement (.2).
11/24/08	Linda K Myers, P.C.	2.60	Review comments to DIP order (.8); review correspondence re outstanding prepetition loan balances (.3); review monitors report and correspondence re same (1.0); review DIP objection for Texas taxing authority (.5).
11/24/08	Anup Sathy, P.C.	.40	Conferences re discovery issues re DIP.
11/25/08	Patricia A Costello	.40	Review supplemental collateral package delivered to lender's counsel (.3);

Circuit City Stores, Inc.
2 Financing

Legal Services for the Period Ending November 30, 2008

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
			correspondence with S. Kang re same (.1).
11/25/08	Michelle Kilkenney	2.00	Review and markup final order (1.0); respond to correspondence re credit agreement (.5); attend to post-closing matters (.5).
11/25/08	Shelia Kang	2.60	Revise index of closing book (.4); compile executive closing book with final executed loan documents (2.2).
11/25/08	Linda K Myers, P.C.	2.10	Review comments to monitors report (.7); correspondence with D. Foley and M. Kilkenney re committee discovery and review litigation litigator recommendation (1.2); correspondence with A. Sathy re same (.2).
11/25/08	Anup Sathy, P.C.	.50	Conferences re protocol for discovery for DIP.
11/26/08	David Grassmick	4.00	Participate in conference call re discovery issues related to DIP financing (.9); prepare for and conference with A. Sathy re matter (.9); correspondence with Loss Prevention department re litigation hold and document collection needs (.2); conference with M. Roman re litigation hold memorandum and procedures (.4); conference with K. Simek re legal assistant support (.4); conference with R. McLaughlen re document review (.2); review document requests and client litigation hold memorandum (1.0).
11/26/08	Katrina M Simek	.40	Conference with D. Grassmick re document requests and production specifications.
11/26/08	Erin Broderick	.40	Gather relevant documents related to DIP financing (.2); order first day hearing transcript (.1); correspondence re potential conflicts (.1).
11/26/08	Linda K Myers, P.C.	3.10	Correspondence re DIP order (.3); conference call re committee discovery and correspond re same (.9); review flash reports and GOB metrics (.4); review sale process update (.6); review DIP objections (.9).
11/26/08	Anup Sathy, P.C.	.90	Conferences re discovery schedule and process re DIP.

Circuit City Stores, Inc.
2 Financing

Legal Services for the Period Ending November 30, 2008

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
11/28/08	Linda K Myers, P.C.	.80	Review DIP objections.
11/29/08	Michelle Kilkenney	.30	Review credit agreement re creditor issues.
11/29/08	Linda K Myers, P.C.	1.00	Review DIP objection (.5); review and respond to correspondence re issues related to creditor request (.5).
11/30/08	Michelle Kilkenney	.10	Attend to correspondence.
11/30/08	Linda K Myers, P.C.	1.00	Correspondence with M. Kilkenney and C. Dickerson re creditor issues and impact on DIP facility.
		198.40	TOTAL HOURS

EXHIBIT D-2

Summary of Legal Fees and Expenses for December 1, 2008 through December 31, 2008

Matter Number	Matter Description	Total Billed Hours	Total Fees Requested	Total Expenses Requested	Total Compensation
2	Financing	323.60	\$160,356.00	\$4,990.15	\$165,346.15
Total		323.60	\$160,356.00	\$4,990.15	\$165,346.15

Fee Invoices for the Period December 1, 2008 through December 31, 2008

Circuit City Stores, Inc.
2 Financing

Legal Services for the Period Ending December 31, 2008

Individual Timekeeper Summary

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Erin Broderick	6.90	335.00	2,311.50
Laura Franzon	5.30	565.00	2,994.50
David Grassmick	43.80	540.00	23,652.00
Shelia Kang	35.30	295.00	10,413.50
Michelle Kilkenney	30.50	530.00	16,165.00
Ross M Kwasteniet	.60	590.00	354.00
Mercedes McFarland	13.60	440.00	5,984.00
Rachel M McLaughlin	21.20	295.00	6,254.00
Linda K Myers, P.C.	72.20	845.00	61,009.00
Anup Sathy, P.C.	17.50	795.00	13,912.50
Jeremy M Veit	1.50	575.00	862.50
Michael R Walsh	16.20	295.00	4,779.00
Patricia A Costello	1.60	205.00	328.00
Maureen McCarthy	4.00	225.00	900.00
Katrina M Simek	49.90	195.00	9,730.50
Peter Stach	.50	150.00	75.00
Carrie L Wildfong	.50	150.00	75.00
Margo Eckstein	1.30	240.00	312.00
Ellen J Kratofil	.20	220.00	44.00
Thomas N Nelson, Jr.	1.00	200.00	200.00
	323.60		\$ 160,356.00

Circuit City Stores, Inc.
2 Financing

Legal Services for the Period Ending December 31, 2008

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
11/10/08	Peter Stach	.50	Retrieve and assemble retention precedent.
11/10/08	Ellen J Kratofil	.20	Revise exhibits 1 and 2 to the declaration of the retention application.
11/10/08	Anup Sathy, P.C.	3.50	Conferences re retention issues (1.0); revise retention application and declaration (2.5).
11/11/08	Mercedes McFarland	7.50	Review revised draft loan documents (4.0); review payoff letter and distribute comments thereto (2.0); coordinate with lenders, client, P. Costello and S. Kang re outstanding closing deliverables (1.5).
11/11/08	Anup Sathy, P.C.	2.80	Review and revise retention application (2.0); review and revise declaration in support thereof (.8).
11/12/08	Shelia Kang	5.50	Revise secretary certificate for Circuit City Stores PR (2.5); review dataroom re Rogers Canadian contract (.8); correspondence with Canadian counsel re same (.5); coordinate distribution and assembly of closing documents (1.7).
11/12/08	Anup Sathy, P.C.	2.20	Review and revise retention application (1.2); review and revise declaration in support thereof (1.0).
11/13/08	Shelia Kang	.30	Correspond with Puerto Rico counsel re secretary certificate and PR opinion letter.
11/13/08	Anup Sathy, P.C.	1.00	Review and revise declaration in support of retention application.
11/14/08	Shelia Kang	.50	Review final secretary certificate for Circuit City Stores PR (.3); coordinate closing documents (.2).
12/01/08	Laura Franzon	1.40	Conference call with committee counsel, McGuire Woods, agent's counsel re discovery requests (.6); call with D. Grassmick re discovery request (.3); correspond with A. Sathy re same (.2); review committee request

Circuit City Stores, Inc.
2 Financing

Legal Services for the Period Ending December 31, 2008

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
			for production (.3).
12/01/08	David Grassmick	3.50	Conference call with counsel for debtor, agent, and creditors committee re discovery (.6); call with L. Franzon re litigation plan (.3); call with A. Sathy re work product issues (.3); call with D. Foley and M. Roman re procedures and objectives (.2); draft and send litigation plan to A. Sathy (.5); legal research re work product privilege (1.0); conference with M. Walsh, K. Simek, M. McFarland, and M. Kilkenney re document review and discovery request (.4); review DIP lending agreement (.2).
12/01/08	Michelle Kilkenney	2.80	Review and mark-up DIP consent (1.4); conference with I. Fredericks re same (.5); review credit card agreement stipulation (.5); attend to correspondence re same (.4).
12/01/08	Mercedes McFarland	.80	Review draft escrow agreement and distribute comments thereto.
12/01/08	Katrina M Simek	1.00	Review document request to identify production specifications (.9); communicate with D. Grassmick re same (.1).
12/01/08	Erin Broderick	.80	Review Circuit City court filings (.4); review procedures re supplemental declaration to retention application (.4).
12/01/08	Shelia Kang	1.30	Review post-closing items for completion (.3); review delivery requirements re debentures and intercompany notes (.9); correspondence with company, D. Ramsey and J. Oakey re post-closing documents (.1).
12/01/08	Linda K Myers, P.C.	3.80	Prepare for and participate in conference call with working group re committee discovery process (1.0); correspondence re Goldman Sachs questions on junior DIP (.4); review DIP consent and amendment (1.0); telephone conference with M. Kilkenney re same (.2); review correspondence re vendor changes to DIP order (.3); review correspondence re monitor discussions and agreement by agent bank (.4); correspond with A. Sathy re discovery process (.2);

Circuit City Stores, Inc.
2 Financing

Legal Services for the Period Ending December 31, 2008

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
			correspond re DIP consent (.3).
12/01/08	Anup Sathy, P.C.	.80	Conferences re status of DIP discovery.
12/02/08	David Grassmick	5.50	Review correspondence re document collection (.5); conference with M. Roman re collection (.6); conference with J. Mutchnik re collection protocol (.4); draft collection and production protocol and submit to company (2.5); review and revise same (1.5).
12/02/08	Michelle Kilkenney	2.60	Correspondence re credit agreement compliance (.5); review revised amendment (1.0); conference with M. Wasserman re same (.3); conference with M. Crider re same (.2); conference with L. Myers re same (.1); telephone conference with C. Dickerson and I. Fredericks re same (.5).
12/02/08	Mercedes McFarland	.30	Coordinate with S. Kang re post-closing obligations.
12/02/08	Erin Broderick	.20	Review docket for objections.
12/02/08	Shelia Kang	.60	Attend to open post-closing items.
12/02/08	Linda K Myers, P.C.	3.90	Review revised DIP consent (1.0); telephone conference with M. Kilkenney re 546 orders and review relevant provisions re same (.4); correspond re DIP objections and review same (1.2); correspond re utilities deposit (.2); correspond re vendor deposit and review credit agreement re same (.3); review revised DIP consent (.5); review provisions of Wong affidavit and related correspondence (.3).
12/03/08	David Grassmick	1.50	Revise document review protocol (.7); conference with M. Kilkenney re same (.3); correspondence with McGuire Woods and Skadden re same (.5).
12/03/08	Michelle Kilkenney	.20	Review document production materials and discuss same with D. Grassmick.
12/03/08	Michelle Kilkenney	1.70	Prepare for and participate in status conference call (1.2); review revised DIP consent (.2); correspondence re post-closing matters and credit agreement compliance (.3).

Circuit City Stores, Inc.
2 Financing

Legal Services for the Period Ending December 31, 2008

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/03/08	Mercedes McFarland	.50	Review and comment on closing binder (.3); coordinate with Canadian counsel on post-closing items (.2).
12/03/08	Erin Broderick	.20	Correspondence with S. Boehm and I. Fredericks re retention hearing.
12/03/08	Shelia Kang	4.30	Prepare and distribute signature pages for DIP consent (2.2); review post-closing items, supplemental collateral package receipt letter and the collateral package receipt letter (1.5); correspond with Canadian counsel and K&E working group re post-closing items (.6).
12/03/08	Linda K Myers, P.C.	4.30	Review correspondence re agency agreement amendment and review of amendment (.9); review revised DIP consent (.7); review revised version of InterTan amended order (.8); review flash reports (.9); correspond re credit agreement change for Rothschild Canada engagement (.3); review correspondence re DIP consent and agenda records (.2); review revised agenda (.3); correspondence re committee discoveries (.2).
12/04/08	Patricia A Costello	.40	Correspondence with S. Kang re stock certificate (.2); conference with project assistants re preservation order (.2).
12/04/08	David Grassmick	.80	Conference with M. Roman re document collection (.2); conference with K. Simek re same (.3); correspond with McGuire Woods and Skadden re same (.1); create search list and submit to M. Roman (.2).
12/04/08	Michelle Kilkenney	4.20	Prepare for and attend telephonic board of directors meeting (3.0); correspondence re credit agreement compliance and review credit agreement re same (1.2).
12/04/08	Mercedes McFarland	.50	Coordinate with client and lenders' counsel re outstanding letters of credit (.3); coordinate with S. Kang re post-closing deliverables (.2).
12/04/08	Katrina M Simek	1.00	Review document request to identify

Circuit City Stores, Inc.
2 Financing

Legal Services for the Period Ending December 31, 2008

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
			production specifications (.6); communicate with D. Grassmick re same (.4).
12/04/08	Shelia Kang	1.70	Determine completeness of post-closing items and correspond with agent and Canadian counsel (.4); revise closing book index and review documents contained therein (1.3).
12/04/08	Linda K Myers, P.C.	3.20	Review board materials and participate in board meeting (2.2); review and respond to correspondence re Rothschild retention application and related DIP issues (.4); correspond re committee discovery issues (.2); review correspondence re Chase stipulation (.2); review hearing agenda (.2).
12/04/08	Anup Sathy, P.C.	.50	Conferences re retention application.
12/04/08	Anup Sathy, P.C.	.50	Conferences re discovery issues for DIP.
12/05/08	David Grassmick	.80	Conference with D. Foley (McGuire Woods) re committee discovery (.5); conference with M. Roman re collection of documents (.2); conference with K. Simek re same (.1).
12/05/08	Ross M Kwasteniet	.60	Prepare for and participate in telephonic hearing re K&E retention application.
12/05/08	Michelle Kilkenney	.30	Attend to correspondence re administrative agent consent for various matters.
12/05/08	Mercedes McFarland	.50	Office conference with S. Kang re closing binder and coordinate with her and Canadian counsel re post-closing deliverables.
12/05/08	Katrina M Simek	.80	Telephone and office conference with D. Grassmick re production specifications.
12/05/08	Erin Broderick	.40	Prepare documents for hearing conference (.2); attend telephonic hearing re retention application (.2).
12/05/08	Shelia Kang	4.70	Review post-closing obligations and correspond with agent and Canadian counsel re same (.2); prepare and assemble closing book for printing (3.2); review and incorporate borrowing base certificate (.4); review PRAHS, INC. bylaws re reissuance of the stock

Circuit City Stores, Inc.
2 Financing

Legal Services for the Period Ending December 31, 2008

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
			certificate (.9).
12/05/08	Linda K Myers, P.C.	2.30	Review reply to objection re reclamation and postpetition good delivery (.7); correspond re discovery proposal (.3); correspond re adjournment (.2); review various pleadings for omnibus hearing (1.1).
12/05/08	Anup Sathy, P.C.	.30	Conferences re status of retention hearing.
12/05/08	Anup Sathy, P.C.	.80	Conferences re discovery disputes re DIP (.4); review internal protocol re same (.4).
12/07/08	Erin Broderick	1.60	Review and mark-up November time and expense records.
12/07/08	Linda K Myers, P.C.	1.50	Correspond re discovery issues and final DIP order (.5); review revised DIP order (1.0).
12/08/08	Laura Franzon	2.40	Prepare for and participate in telephone conference with company counsel re discovery requests (1.0); prepare for and participate in call with committee re same (.7); follow up summary and correspondence with D. Grassmick re same (.7).
12/08/08	Laura Franzon	.20	Office conference with E. Broderick re November fee statement.
12/08/08	Margo Eckstein	1.00	Obtain vendor pricing for collection and processing of internal emails and conference with K. Simek re same.
12/08/08	David Grassmick	4.50	Prepare for and participate in conference call with company co-counsel for client re DIP litigation (1.0); participate in conference call with committee re DIP litigation discovery (.7); conference with J. Mutchnik re discovery protocol (.3); conference with K. Simek re same (.2); conference with M. Roman re document collection process and timing (.3); correspondence with L. Franzon re discovery requests (.7); review correspondence with co-counsel re production requests (.5); revise document review and collection protocol pursuant to company instructions (.6); conference with M. Kilkenney re

Circuit City Stores, Inc.
2 Financing

Legal Services for the Period Ending December 31, 2008

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
			discovery requests (.2).
12/08/08	Michelle Kilkenney	.40	Conference with D. Grassmick re discovery (.2); correspondence re same (.2).
12/08/08	Mercedes McFarland	.30	Coordinate with S. Kang and M. Kilkenney re post-closing deliverables (.2); correspond with I. Fredericks re retention motion for local counsel (.1).
12/08/08	Katrina M Simek	4.70	Communicate with D. Grassmick, K&E technical support, and e-discovery vendors re production specifications.
12/08/08	Maureen McCarthy	.50	Correspondence with T. Wallace re first monthly fee statement (.2); correspond with L. Franzon and E. Broderick re same (.1); office conference with C. Wildfong re same (.2).
12/08/08	Erin Broderick	.70	Conference with L. Franzon re November fee statement (.2); review time and expense records re same (.5).
12/08/08	Shelia Kang	2.60	Attend to post-closing obligations and correspond with agent and Canadian counsel re same (1.2); review credit agreement re conversion of Xtreme Theater's debentures into equity (1.4).
12/08/08	Linda K Myers, P.C.	3.80	Review utilities motion (.7); review and respond to correspondence re DIP order (.3); review final DIP consent (.5); review and respond to correspondence re committee discovery process (.8); review information re committee's proposal on DIP (.3); review document protocol for discovery (.5); review various notices and pleadings for service list distribution (.7).
12/08/08	Anup Sathy, P.C.	.50	Conferences re status of committee discovery re DIP.
12/09/08	Patricia A Costello	.40	Finalize and distribute PRAH'S stock certificate to Reimer.
12/09/08	Margo Eckstein	.30	Telephone conference with D. Grassmick, K. Simek and M. Roman re collection of emails

Circuit City Stores, Inc.
2 Financing

Legal Services for the Period Ending December 31, 2008

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
			from K&E server.
12/09/08	David Grassmick	3.00	Review draft confidentiality agreement (.5); conference with J. Liberi re same (.3); revise document collection protocol (.4); conference with K. Simek re document search protocol (.8); conference with R. McLaughlin and M. Walsh re code collected documents (1.0).
12/09/08	Katrina M Simek	8.70	Correspond and conference with D. Grassmick, M. Roman, M. Eckstein, and e-discovery vendor re production specifications and document collection (5.3); coordinate document collection with technical support department (3.4).
12/09/08	Shelia Kang	1.50	Attend to post-closing items (1.0); correspond with agent and Canadian counsel re same (.5).
12/09/08	Linda K Myers, P.C.	1.40	Review confidentiality agreement and various correspondences re committee discovery (1.2); review and respond to information re Xtreme Theater (.2).
12/09/08	Anup Sathy, P.C.	.40	Conferences re status of discovery from committee re DIP.
12/10/08	Thomas N Nelson, Jr.	1.00	Enable access to Citrix Chicago Litigation Support for R. McLaughlin, K. Simek and M. Walsh.
12/10/08	Laura Franzon	1.10	Review time and expense records and complete November fee statement (.8); correspondence re retainers with company and internally (.3).
12/10/08	Patricia A Costello	.40	Correspond re delivery of outstanding original signature pages (.1); review closing files re same (.3).
12/10/08	David Grassmick	2.50	Conference with K. Simek, M. Walsh, and R. McLaughlin re coding procedures (.6); conference with K. Simek re document review process and procedure for document production (1.9).

Circuit City Stores, Inc.
2 Financing

Legal Services for the Period Ending December 31, 2008

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/10/08	Michelle Kilkenney	.90	Participate in status conference call (.7); review proposed adjustment to the final DIP order (.2).
12/10/08	Katrina M Simek	5.80	Communicate with D. Grassmick and e-discovery vendor re production specifications and processing (1.9); create database re document review (1.1); communicate with K&E working group re same (.4); update database re metadata and images (2.4).
12/10/08	Maureen McCarthy	1.70	Draft and revise first monthly fee statement.
12/10/08	Erin Broderick	1.30	Review fee statement, docket and correspondence related thereto (1.1); conference with L. Franzon re same (.2).
12/10/08	Shelia Kang	4.10	Attend to and review post-closing items with Canadian Counsel (1.3); attend to issues re signature pages per request of J. Conway (1.1); review security and credit agreement re intercompany notes (1.7).
12/10/08	Rachel M McLaughlin	3.00	Communicate with D. Grassmick, M. Walsh, and K. Simek re document review (.5); review documents (2.5).
12/10/08	Michael R Walsh	4.50	Review documents for production in response to discovery request.
12/10/08	Linda K Myers, P.C.	3.70	Review DIP budget package and telephone conference with M. Kilkenney re same (1.0); review flash reports (1.2); review and respond to correspondence re discovery (.7); review updated Canada budget (.5); review revised confidentiality stipulation (.3).
12/10/08	Anup Sathy, P.C.	.50	Conferences re DIP discovery.
12/11/08	Carrie L Wildfong	.50	Review invoice and verify accuracy of revisions.
12/11/08	Patricia A Costello	.40	Distribute original signature pages re Tourmalet to J. Conway.
12/11/08	David Grassmick	8.50	Conference with attorneys re document coding (1.0); review production database re accuracy of document coding (.7); conference with K.

Circuit City Stores, Inc.
2 Financing

Legal Services for the Period Ending December 31, 2008

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
			Simek re same (1.3); conference with D. Foley and E. Meehan re document production issues and discovery (1.2); prepare for and participate in call with committee and bank re document production and discovery issues (4.3).
12/11/08	Michelle Kilkenney	1.90	Conference with J. Marcum, G. Galardi, L. Myers, N. Augustine, B. Duffy, and S. Coloumbe re creditors' committee letter re DIP (1.0); conference with D. Grassmick re discovery protocol (.1); review credit agreement and summarize same re voting requirements to adjust the borrowing base (.8).
12/11/08	Katrina M Simek	5.50	Telephone conferences with e-vendor re production specifications (.9); update database re criteria searches and production status (2.4); telephone conference and correspond with D. Grassmick re same (1.3); retrieve and assemble pleadings for D. Grassmick's review (.9).
12/11/08	Maureen McCarthy	1.80	Review and finalize first monthly fee statement (.7); prepare service re same (.8); prepare same for internal distribution (.3).
12/11/08	Erin Broderick	.40	Attend to issues re November fee statement and retention order.
12/11/08	Shelia Kang	2.70	Attend to open post-closing items with Canadian Counsel (.8); attend to Tourmalet signature pages per request by J. Conway (.9); revise pledge agreement schedules (.6); revise executive closing books (.4).
12/11/08	Rachel M McLaughlin	7.50	Review documents re DIP financing.
12/11/08	Michael R Walsh	8.00	Review documents for production in response to discovery request.
12/11/08	Linda K Myers, P.C.	5.40	Review creditors committee letter to bank group re settlement (.7); conference call with Circuit City, Skadden, FTI and Rothschild re committee proposal (1.2); telephone conference with M. Kilkenney re voting provisions and potential amendments

Circuit City Stores, Inc.
2 Financing

Legal Services for the Period Ending December 31, 2008

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
			(.3); correspondence re same (.3); correspond re discovery issues and process (.4); review various pleadings related to leases (.5); review Chase motion and stipulation and correspondence re same (1.7); review confidentiality stipulation (.3).
12/11/08	Anup Sathy, P.C.	.70	Conferences re DIP discovery issues.
12/12/08	Laura Franzon	.20	Review correspondence re discovery from D. Grassmick.
12/12/08	David Grassmick	6.30	Review production documents (3.0); review final draft of confidentiality agreement (.8); correspondence with creditors committee re outstanding issues (.7); correspondence and telephone conferences with co-counsel re ongoing production issues (1.8).
12/12/08	Michelle Kilkenney	3.60	Conference with K. Grant re stipulation and other objection matters (.3); review credit agreement re same (.3); attend meeting with creditors committee, agent, Circuit City and various other professionals (2.5); various conferences with L. Myers, Circuit City and Skadden re same (.5).
12/12/08	Mercedes McFarland	.50	Coordinate with S. Kang re open post-closing items (.3); review draft shareholders resolutions and coordinate with client re approval (.2).
12/12/08	Katrina M Simek	8.00	Communicate with vendor and litigation support re production (1.9); communicate with K&E working group re document review (.8); prepare documents for production (1.6); send same to S. Boehm and G. Brown and load onto FTP site (3.7).
12/12/08	Erin Broderick	.30	Review docket (.1); telephone conference with S. Boehm re revised order (.2).
12/12/08	Shelia Kang	2.70	Attend to open post-closing items and correspond with agent and Canadian counsel re same (1.3); review security and credit agreement re revolving note (1.1); revise executive closing book (.3).

Circuit City Stores, Inc.
2 Financing

Legal Services for the Period Ending December 31, 2008

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/12/08	Rachel M McLaughlin	1.20	Review and analyze production documents per discovery request.
12/12/08	Michael R Walsh	3.70	Review and analyze documents for production in response to discovery request.
12/12/08	Linda K Myers, P.C.	3.40	Participate in call with DIP lender and creditors committee (1.4); correspondence re Chase stipulation (.5); correspondence re InterTan Shares (.3); review adequate protection pleadings from Navarre (.5); correspondence re DIP changes (.4); telephone conference with M. Kilkenney re same (.3).
12/12/08	Anup Sathy, P.C.	.40	Conferences re DIP discovery from committee.
12/13/08	Linda K Myers, P.C.	1.90	Review correspondence re DIP changes (.7); review UCC draft objection to DIP (1.2).
12/15/08	David Grassmick	1.90	Conference with K. Simek re production website (.3); conference with R. McLaughlin re post-petition documents and quality control of review (.5); correspondence with G. Brandt (creditors' counsel) re additional production to production website (.5); review creditor committee objection (.6).
12/15/08	Michelle Kilkenney	2.50	Review and mark-up amendment (1.3); correspondence re same (.2); conference with K. Grant re objections (.3); review summary list and motions re same (.5); conference with E. Foley re Canadian borrowing base (.2).
12/15/08	Jeremy M Veit	1.50	Review indication of interest for InterTan (1.0); correspond with D. Bayerd, G. Holihan re same (.5).
12/15/08	Katrina M Simek	7.40	Communicate with vendor and litigation support re production and review databases (1.2); communicate with D. Grassmick and R. McLaughlin re supplemental document production (.8); update database re same (1.6); review database re vendor file conversion exceptions (1.4); update review and production databases re same (2.1); conference with D. Grassmick re same (.3).

Circuit City Stores, Inc.
2 Financing

Legal Services for the Period Ending December 31, 2008

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/15/08	Shelia Kang	.20	Attend to open post-closing items and correspond with agent and Canadian counsel re same.
12/15/08	Rachel M McLaughlin	9.50	Review and analyze production documents per discovery request.
12/15/08	Linda K Myers, P.C.	4.10	Review and respond to correspondence re DIP negotiation (.5); review second amendment to DIP credit agreement and mark-up of same (1.6); telephone conference with M. Kilkenney re same and correspondence re same (.5); review various served pleadings (1.5).
12/16/08	David Grassmick	5.00	Conference with K. Simek re document review progress (.2); review coded documents for accuracy (4.0); draft email to K&E team re status of document production (.8).
12/16/08	Michelle Kilkenney	2.60	Prepare for and participate in telephone conference with K. Grant, M. Crider and D. Berman re objections (.5); telephone conference with G. Galardi, S. Coloumbe, J. Marcum, B. Besanko re status (.2); attend to correspondence re same (.3); review and mark-up revised amendment (.6); participate in status conference call (1.0).
12/16/08	Katrina M Simek	7.00	Communicate with vendor re production specifications (.6); review database re supplemental review and production (1.4); update database and images re vendor file conversion exceptions (2.3); communicate with D. Grassmick re same (.2); prepare documents for production and loading to production website (.9); send same to S. Boehm and G. Brown (.2); load supplemental production to FTP site (1.4).
12/16/08	Shelia Kang	.10	Attend to open post-closing items.
12/16/08	Linda K Myers, P.C.	1.00	Telephone conference with C. Martinez re meeting on Franklin purchase (.3); correspond re title information (.2); telephone conference with M. Kilkenney re same (.2); correspond with L. Moynihan re timing issues (.3).

Circuit City Stores, Inc.
2 Financing

Legal Services for the Period Ending December 31, 2008

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/16/08	Linda K Myers, P.C.	4.40	Correspond re comments to DIP amendment and telephone conference with M. Kilkenney re same (.4); review revised amendment to DIP (.8); correspond re committee and bank settlement (.3); participate in conference call with working group re same (1.6); review budget (.5); review correspondence re discovery process (.3); review revised DIP amendment mark-up (.5).
12/16/08	Anup Sathy, P.C.	.50	Conferences re DIP discovery status.
12/17/08	Michelle Kilkenney	2.50	Prepare for and participate in status teleconference (.8); prepare for and participate in executive committee teleconference meeting (.8); conference with K. Grant re order (.1); review revised draft amendment (.5); respond to various credit agreement compliance questions (.3).
12/17/08	Shelia Kang	1.10	Draft signature pages for second amendment and side letter (.2); coordinate execution of signature pages (.3); attend to open post-closing items and correspond with agent and Canadian counsel (.6).
12/17/08	Linda K Myers, P.C.	4.60	Prepare for and participate in status call (.8); prepare for and participate in executive committee call (1.0); review revised second amendment (.5); correspond re same (.3); review flash reports (.5); review revised final DIP order (.9); review served pleadings (.6).
12/17/08	Linda K Myers, P.C.	2.50	Review and respond to correspondence re survey and title information (1.0); conference call with Camcorp re same and terms of extension (.3); telephone conference with M. Hicks and Camcorp re same (.3); telephone conference with K. Knighton re terms of extension (.3); review credit agreement re voting provisions (.6).
12/17/08	Anup Sathy, P.C.	.40	Conferences re DIP objection status.
12/18/08	Michelle Kilkenney	1.60	Review and mark-up revised final DIP order (.7); conference with K. Grant re same (.1); review revised amendment and correspondence

Circuit City Stores, Inc.
2 Financing

Legal Services for the Period Ending December 31, 2008

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
			re same (.6); attend to post-closing issues and correspondence re same (.2).
12/18/08	Mercedes McFarland	.30	Coordinate with S. Kang re post-closing matters.
12/18/08	Shelia Kang	.70	Coordinate signature pages to second amendment and side letter (.2); correspond with agent and Canadian counsel re post-closing items (.5).
12/18/08	Linda K Myers, P.C.	4.60	Review revised amendment and side letter (.9); correspond re comments to same (.4); review revised DIP order (1.2); review various secured pleadings related to DIP (1.5); mark-up of final DIP order (.4); correspond re execution of amendment (.2).
12/18/08	Anup Sathy, P.C.	.50	Conferences re discovery disputes.
12/19/08	Michelle Kilkenney	.50	Conference with K. Grant re creditor objections and review proposed language re same.
12/19/08	Mercedes McFarland	.20	Coordinate with Canadian counsel and S. Kang re post-closing matters.
12/19/08	Erin Broderick	.80	Attend to retention issues (.6); conference with J. Siegel re post-petition conflicts protocol (.2).
12/19/08	Shelia Kang	.50	Correspond with agent and Canadian counsel re post-closing items.
12/19/08	Linda K Myers, P.C.	2.30	Review served pleadings (1.5); review revised DIP order and side letter (.5); correspond re diligence deposit (.3).
12/20/08	Linda K Myers, P.C.	2.60	Review revised final DIP order and correspondence re same (1.6); review staple financing side letter and correspondence re same (1.0).
12/21/08	Linda K Myers, P.C.	1.70	Review revised DIP order and correspondence related to same (.8); review revised side letter on staple financing (.3); correspond re monitor inquiries on DIP settlement (.3); review additional comments to final DIP order

Circuit City Stores, Inc.
2 Financing

Legal Services for the Period Ending December 31, 2008

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
			(.3).
12/22/08	Michelle Kilkenney	.70	Conference with M. Wasserman and J. Dacks re amendment (.2); respond to inquiry re delivery of signature pages and content of amendment (.1); conference with M. Murphy re revised order (.2); draft language re same (.2).
12/22/08	Mercedes McFarland	1.20	Coordinate with M. Kilkenney, S. Kang and client re execution and delivery of amendment signature pages.
12/22/08	Erin Broderick	.20	Attend to and review conflicts issues.
12/22/08	Linda K Myers, P.C.	2.20	Review revised final DIP order (.8); correspond with working group re due diligence deposit (.5); correspond re DIP hearing (.2); review served pleadings (.7).
12/22/08	Anup Sathy, P.C.	.50	Conferences re discovery issues re DIP.
12/23/08	Michelle Kilkenney	.50	Attend to correspondence re final order and amendment (.3); review revised amendment (.2).
12/23/08	Mercedes McFarland	.80	Coordinate with company, bankruptcy counsel and lenders' counsel re amendment signature pages.
12/23/08	Linda K Myers, P.C.	2.10	Correspond with working group re final DIP order and monitor issues (.5); review final order (.9); review flash reports (.7).
12/23/08	Anup Sathy, P.C.	.70	Conferences re discovery issues.
12/24/08	Michelle Kilkenney	.20	Attend to correspondence re amendment and related documents.
12/29/08	Mercedes McFarland	.20	Coordinate with M. Kilkenney and the company re fully executed amendment.
12/29/08	Shelia Kang	.20	Correspond with agent and Canadian counsel re post-closing items.
12/30/08	Michelle Kilkenney	.80	Review and mark-up 8-K filing (.5); attend to correspondence re same (.3).

Circuit City Stores, Inc.
2 Financing

Legal Services for the Period Ending December 31, 2008

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
12/30/08	Linda K Myers, P.C.	1.20	Review 8-K filing and correspondence re same (.7); review flash report (.5).
12/31/08	Linda K Myers, P.C.	.30	Review revised 8-K filing and proposed changes to same.
		323.60	TOTAL HOURS

EXHIBIT D-3

Summary of Legal Fees and Expenses for January 1, 2009 through January 31, 2009

Matter Number	Matter Description	Total Billed Hours	Total Fees Requested	Total Expenses Requested	Total Compensation
2	Financing	39.10	\$22,982.50	\$1,956.14	\$24,938.64
Total		39.10	\$22,982.50	\$1,956.14	\$24,938.64

Fee Invoices for the Period January 1, 2009 through January 31, 2009

February 10, 2009

Circuit City Stores, Inc.
9950 Mayland Dr.
Richmond, VA 23233

KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

200 East Randolph Drive
Chicago, Illinois 60601
FEIN 36-1326630

ATTN: Reginald D. Hedgebeth

Inv.# 3389345

IN THE MATTER OF Financing
File No: 23369-00002

For legal services rendered through January 31, 2009 (see attached Description of Legal Services for detail)	\$ 22,982.50
---	--------------

For disbursements incurred through January 31, 2009 (see attached Description of Expenses for detail)	\$ 1,956.14
--	-------------

Total for legal services rendered and expenses incurred	\$ 24,938.64
---	--------------

Circuit City Stores, Inc.
2 Financing

Legal Services for the Period Ending January 31, 2009

Individual Timekeeper Summary

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Erin Broderick	6.50	365.00	2,372.50
Laura Franzon	.90	610.00	549.00
Shelia Kang	2.80	320.00	896.00
Michelle Kilkenney	2.70	560.00	1,512.00
Linda K Myers, P.C.	17.90	890.00	15,931.00
Maureen McCarthy	5.60	235.00	1,316.00
Jane Penley	2.50	150.00	375.00
Michelle Peterson	.20	155.00	31.00
	39.10		\$ 22,982.50

Circuit City Stores, Inc.
2 Financing

Legal Services for the Period Ending January 31, 2009

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
1/01/09	Laura Franzon	.20	Correspond with L. Myers re fee application.
1/05/09	Michelle Kilkenney	.20	Review side letters and respond to compliance inquiry.
1/05/09	Erin Broderick	.40	Review docket for potential conflicts with committee professionals (.2); correspond with E. Kratofil re same (.2).
1/05/09	Shelia Kang	.30	Correspond with agent and Canadian counsel re post-closing items.
1/05/09	Linda K Myers, P.C.	1.90	Review correspondence re potential sale and extension of time for sale motion (.5); review various served pleadings (.9); review lender side letter (.5).
1/06/09	Laura Franzon	.20	Correspond with L. Myers re retention.
1/06/09	Linda K Myers, P.C.	1.10	Review served pleadings.
1/07/09	Laura Franzon	.30	Review and respond to correspondence re retainers.
1/07/09	Linda K Myers, P.C.	1.00	Review flash reports and served pleadings.
1/08/09	Michelle Peterson	.20	Download docket and send to J. Sojoodi.
1/08/09	Maureen McCarthy	.40	Coordinate changes to time and expenses records with billing department re December fee statement (.3); telephone conferences with T. Wallace re same (.1).
1/08/09	Erin Broderick	3.40	Review retention and fee issues (3.2); correspond and participate in office conferences with L. Franzon and M. McCarthy re same (.2).
1/08/09	Shelia Kang	1.10	Correspond with agent and Canadian counsel re post-closing items (.2); review Livingston pricing agreement and operating agreement with InterTAN (.9).
1/09/09	Jane Penley	1.70	Review, analyze and revise invoice for

Circuit City Stores, Inc.
2 Financing

Legal Services for the Period Ending January 31, 2009

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
			services rendered through December 31, 2008.
1/09/09	Michelle Kilkenney	1.00	Prepare for and attend telephonic board meeting.
1/09/09	Maureen McCarthy	.40	Coordinate changes to December time and expense records with T. Wallace.
1/09/09	Erin Broderick	1.60	Review December fee and expense records (1.0); review order establishing procedures for interim compensation and bankruptcy rule 2019 (.3); draft supplemental declaration in support of retention application (.3).
1/12/09	Jane Penley	.30	Review, analyze and revise December fee statement.
1/12/09	Maureen McCarthy	2.10	Draft December fee statement (1.8); coordinate changes to time and expense records for December fee statement with T. Wallace (.3).
1/12/09	Erin Broderick	.70	Review retention issues (.3); correspond re same (.1); review time and expense records (.2); correspond with M. McCarthy re same (.1).
1/12/09	Linda K Myers, P.C.	.90	Review served pleadings (.8); correspond re executive committee meeting (.1).
1/13/09	Michelle Kilkenney	.50	Respond to credit agreement inquiry (.2); various conferences with D. Ramsey re correspondence to banks (.3).
1/13/09	Linda K Myers, P.C.	1.60	Review served pleadings (.5); correspond re sale process timing (.3); telephone conference with M. Kilkenney re same (.2); participate in executive committee call (.4); telephone conference with M. Kilkenney re same (.2).
1/14/09	Jane Penley	.50	Prepare December fee statement for notice parties.
1/14/09	Maureen McCarthy	2.70	Coordinate changes to time and expenses records re December fee statement (.4); review and finalize December fee statement for distribution (1.6); prepare service re

Circuit City Stores, Inc.
2 Financing

Legal Services for the Period Ending January 31, 2009

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
			same (.7).
1/14/09	Erin Broderick	.20	Review revised fee statement and conference with M. McCarthy re same.
1/14/09	Shelia Kang	1.40	Review Livingston custom agreement.
1/14/09	Linda K Myers, P.C.	.80	Review flash reports (.4); review agenda for 1/16 hearing (.4).
1/15/09	Michelle Kilkenney	.80	Prepare for and attend telephonic board meeting.
1/15/09	Erin Broderick	.20	Review interim compensation order and correspond with L. Franzon re same.
1/15/09	Linda K Myers, P.C.	3.40	Review various served pleadings (1.6); participate in board meeting (1.8).
1/16/09	Linda K Myers, P.C.	1.50	Review served pleadings.
1/20/09	Laura Franzon	.20	Correspondence re retention.
1/20/09	Linda K Myers, P.C.	1.40	Review various orders related to sales.
1/21/09	Linda K Myers, P.C.	.50	Review variance reports.
1/22/09	Linda K Myers, P.C.	2.00	Review various orders relating to leases, personal property, executory contracts (1.2); review class action settlement pleadings (.8).
1/27/09	Linda K Myers, P.C.	.80	Review pleadings related to private label credit card and agenda for 1/29 hearing.
1/28/09	Linda K Myers, P.C.	1.00	Review Amendment Number 3 to DIP Credit Agreement (.4); correspondence re same (.6).
1/30/09	Michelle Kilkenney	.20	Review bullets re transaction (.1); conference with S. Kang re same (.1).
		39.10	TOTAL HOURS

EXHIBIT E

**Disbursements Summary
for the First Interim Fee Period**

Disbursements	Amount
Bates Labels/Print	\$3.27
Binding	\$1.40
CD-ROM Duplicates	\$84.00
Computer Database Research	\$605.44
Information Broker Doc/Svcs	\$2,230.00
Outside Copy/Binding Services	\$1,389.34
Outside Messenger Services	\$31.36
Overnight Delivery	\$252.37
Overtime Transportation	\$44.22
Scanned Images Total	\$384.60
Secretarial Overtime	\$71.11
Standard Copies or Prints	\$1,330.50
Standard Prints	\$276.60
Tabs/Indexes/Dividers	\$77.80
Telephone	\$689.34
Third Party Telephone Charges	\$20.94
Total	\$7,492.29

EXHIBIT E-1

**Disbursement Summary
for the Period November 10, 2008 through November 30, 2008**

Disbursements	Amount
Standard Copies or Prints	\$316.80
Scanned Images	\$229.20
Total	\$546.00

Expense Invoices for the Period November 1, 2008 through November 30, 2008

Circuit City Stores, Inc.
2 Financing

Legal Services for the Period Ending November 30, 2008

DISBURSEMENTS SUMMARY

Standard Copies or Prints	316.80
Scanned Images	229.20
Total	\$ 546.00

Circuit City Stores, Inc.
2 Financing

Legal Services for the Period Ending November 30, 2008

DISBURSEMENT DETAIL

	<u>Description</u>	<u>Amount</u>
11/10/08	Standard Copies or Prints	.40
11/10/08	Standard Copies or Prints	.90
11/10/08	Standard Copies or Prints	5.90
11/10/08	Standard Prints	.10
11/10/08	Standard Prints	.10
11/10/08	Standard Prints	.10
11/10/08	Standard Prints	.10
11/10/08	Standard Prints	.10
11/10/08	Standard Prints	.10
11/10/08	Standard Prints	.10
11/10/08	Standard Prints	.10
11/10/08	Standard Prints	.10
11/10/08	Standard Prints	.10
11/10/08	Standard Prints	.10
11/10/08	Standard Prints	.10
11/10/08	Standard Prints	.10
11/10/08	Standard Prints	.10
11/10/08	Standard Prints	.10
11/10/08	Standard Prints	.20
11/10/08	Standard Prints	.20
11/10/08	Standard Prints	2.80
11/10/08	Standard Prints	3.90
11/10/08	Standard Prints	1.60
11/10/08	Standard Prints	.80
11/10/08	Standard Prints	.80
11/10/08	Standard Prints	.80
11/10/08	Standard Prints	2.80
11/10/08	Standard Prints	.20
11/10/08	Standard Prints	.80
11/10/08	Standard Prints	3.90
11/10/08	Standard Prints	.80
11/10/08	Standard Prints	.80
11/10/08	Standard Prints	1.20
11/10/08	Standard Prints	.80
11/10/08	Standard Prints	.80
11/10/08	Standard Prints	.80
11/10/08	Standard Prints	.80
11/10/08	Standard Prints	.80
11/10/08	Standard Prints	.80
11/10/08	Standard Prints	3.60
11/10/08	Standard Prints	3.60
11/10/08	Standard Prints	.10
11/10/08	Standard Prints	.10
11/10/08	Standard Prints	.10
11/10/08	Standard Prints	.10
11/10/08	Standard Prints	.10

Circuit City Stores, Inc.
2 Financing

Legal Services for the Period Ending November 30, 2008

	<u>Description</u>	<u>Amount</u>
11/10/08	Standard Prints	.10
11/10/08	Standard Prints	.10
11/10/08	Standard Prints	.10
11/10/08	Standard Prints	.10
11/10/08	Standard Prints	.10
11/10/08	Standard Prints	.10
11/10/08	Standard Prints	.10
11/10/08	Standard Prints	.10
11/10/08	Standard Prints	.10
11/10/08	Standard Prints	.70
11/10/08	Standard Prints	.70
11/10/08	Standard Prints	.20
11/10/08	Standard Prints	.60
11/10/08	Standard Prints	.20
11/10/08	Standard Prints	.80
11/10/08	Standard Prints	.70
11/10/08	Standard Prints	.70
11/10/08	Standard Prints	.30
11/10/08	Standard Prints	.30
11/10/08	Standard Prints	.30
11/10/08	Standard Prints	.30
11/10/08	Standard Prints	.40
11/10/08	Standard Prints	.30
11/10/08	Standard Prints	.30
11/10/08	Standard Prints	.40
11/10/08	Standard Prints	.40
11/10/08	Standard Prints	.10
11/10/08	Standard Prints	.80
11/10/08	Standard Prints	.50
11/10/08	Standard Prints	.40
11/10/08	Standard Prints	.20
11/10/08	Standard Prints	.80
11/10/08	Standard Prints	.80
11/10/08	Standard Prints	.80
11/10/08	Standard Prints	.90
11/10/08	Standard Prints	.80
11/10/08	Standard Prints	.20
11/10/08	Standard Prints	.40
11/10/08	Standard Prints	.30
11/10/08	Standard Prints	.40
11/10/08	Standard Prints	.30
11/10/08	Standard Prints	.30
11/10/08	Standard Prints	.30
11/10/08	Standard Prints	.30
11/10/08	Standard Prints	.30

Circuit City Stores, Inc.
2 Financing

Legal Services for the Period Ending November 30, 2008

	<u>Description</u>	<u>Amount</u>
11/10/08	Standard Prints	.10
11/10/08	Standard Prints	.10
11/10/08	Standard Prints	.60
11/10/08	Standard Prints	.10
11/10/08	Standard Prints	.10
11/10/08	Standard Prints	.10
11/10/08	Standard Prints	.10
11/10/08	Standard Prints	.10
11/10/08	Standard Prints	.30
11/10/08	Standard Prints	.80
11/10/08	Standard Prints	.30
11/10/08	Standard Prints	1.00
11/10/08	Standard Prints	.20
11/10/08	Standard Prints	.40
11/10/08	Standard Prints	.10
11/10/08	Standard Prints	.10
11/10/08	Standard Prints	3.80
11/10/08	Standard Prints	.40
11/10/08	Standard Prints	1.10
11/10/08	Standard Prints	1.00
11/10/08	Standard Prints	2.10
11/10/08	Standard Prints	9.10
11/10/08	Standard Prints	9.30
11/10/08	Standard Prints	9.30
11/10/08	Standard Prints	.70
11/10/08	Standard Prints	.50
11/10/08	Standard Prints	1.10
11/10/08	Standard Prints	.70
11/10/08	Standard Prints	1.90
11/10/08	Standard Prints	1.20
11/10/08	Standard Prints	.10
11/10/08	Standard Prints	.20
11/10/08	Standard Prints	.90
11/10/08	Standard Prints	.90
11/10/08	Standard Prints	.90
11/10/08	Standard Prints	10.30
11/10/08	Standard Prints	.90
11/10/08	Standard Prints	1.00
11/10/08	Standard Prints	1.30
11/10/08	Standard Prints	1.70
11/10/08	Standard Prints	.10
11/10/08	Standard Prints	.10
11/10/08	Standard Prints	.20
11/10/08	Standard Prints	.20
11/10/08	Standard Prints	.10
11/10/08	Standard Prints	.10
11/10/08	Standard Prints	.10

Circuit City Stores, Inc.
2 Financing

Legal Services for the Period Ending November 30, 2008

	<u>Description</u>	<u>Amount</u>
11/10/08	Standard Prints	.10
11/10/08	Standard Prints	.10
11/10/08	Scanned Images	5.55
11/10/08	Scanned Images	4.35
11/10/08	Scanned Images	7.05
11/10/08	Scanned Images	5.10
11/10/08	Scanned Images	5.40
11/10/08	Scanned Images	7.05
11/10/08	Scanned Images	6.15
11/10/08	Scanned Images	5.10
11/10/08	Scanned Images	6.15
11/10/08	Scanned Images	5.70
11/10/08	Scanned Images	13.05
11/10/08	Scanned Images	7.95
11/10/08	Scanned Images	4.95
11/10/08	Scanned Images	.30
11/10/08	Scanned Images	82.95
11/10/08	Scanned Images	5.40
11/10/08	Scanned Images	.60
11/10/08	Scanned Images	4.35
11/10/08	Scanned Images	7.35
11/10/08	Scanned Images	.60
11/10/08	Scanned Images	.30
11/11/08	Standard Prints	4.00
11/11/08	Standard Prints	4.00
11/11/08	Standard Prints	.20
11/11/08	Standard Prints	.20
11/11/08	Standard Prints	9.10
11/11/08	Standard Prints	.90
11/11/08	Standard Prints	9.10
11/11/08	Standard Prints	9.30
11/11/08	Standard Prints	2.50
11/11/08	Standard Prints	1.70
11/11/08	Standard Prints	.30
11/11/08	Standard Prints	.20
11/11/08	Scanned Images	1.20
11/12/08	Standard Prints	.10
11/12/08	Standard Prints	.20
11/12/08	Standard Prints	.10
11/12/08	Standard Prints	5.10
11/12/08	Standard Prints	.10
11/12/08	Standard Prints	1.00
11/12/08	Standard Prints	.30
11/12/08	Standard Prints	18.40
11/12/08	Standard Prints	1.30
11/12/08	Standard Prints	18.40
11/12/08	Standard Prints	.60

Circuit City Stores, Inc.
2 Financing

Legal Services for the Period Ending November 30, 2008

	<u>Description</u>	<u>Amount</u>
11/12/08	Standard Prints	1.00
11/12/08	Standard Prints	.40
11/12/08	Standard Prints	.70
11/12/08	Standard Prints	.20
11/12/08	Standard Prints	.20
11/12/08	Scanned Images	7.65
11/12/08	Scanned Images	1.80
11/12/08	Scanned Images	2.25
11/12/08	Scanned Images	6.90
11/12/08	Scanned Images	7.05
11/12/08	Scanned Images	7.80
11/12/08	Scanned Images	.90
11/12/08	Scanned Images	7.35
11/19/08	Standard Prints	.10
11/19/08	Standard Prints	.20
11/19/08	Standard Prints	.10
11/19/08	Standard Prints	.20
11/19/08	Standard Prints	.20
11/19/08	Standard Prints	.20
11/19/08	Standard Prints	.20
11/19/08	Standard Prints	.20
11/19/08	Scanned Images	.90
11/20/08	Standard Prints	.20
11/20/08	Standard Prints	.20
11/24/08	Standard Prints	.20
11/24/08	Standard Prints	.50
11/24/08	Standard Prints	.10
11/24/08	Standard Prints	.10
11/24/08	Standard Prints	.10
11/24/08	Standard Prints	.10
11/24/08	Standard Prints	.10
11/24/08	Standard Prints	.10
11/24/08	Standard Prints	.10
11/24/08	Standard Prints	.10
11/24/08	Standard Prints	.10
11/24/08	Standard Prints	.10
11/24/08	Standard Prints	.10
11/24/08	Standard Prints	.10
11/24/08	Standard Prints	4.00
11/24/08	Standard Prints	.10
11/24/08	Standard Prints	.10
11/24/08	Standard Prints	.10
11/24/08	Standard Prints	.10
11/24/08	Standard Prints	.10
11/24/08	Standard Prints	.10
11/24/08	Standard Prints	.10
11/24/08	Standard Prints	.10

Circuit City Stores, Inc.
2 Financing

Legal Services for the Period Ending November 30, 2008

	<u>Description</u>	<u>Amount</u>
11/24/08	Standard Prints	.10
11/24/08	Standard Prints	.10
11/24/08	Standard Prints	.10
11/24/08	Standard Prints	.10
11/24/08	Standard Prints	.10
11/24/08	Standard Prints	.10
11/24/08	Standard Prints	.40
11/24/08	Standard Prints	.80
11/24/08	Standard Prints	.30
11/24/08	Standard Prints	.40
11/24/08	Standard Prints	12.90
11/24/08	Standard Prints	.40
11/24/08	Standard Prints	2.90
11/24/08	Standard Prints	2.90
11/24/08	Standard Prints	1.10
11/24/08	Standard Prints	3.10
11/24/08	Standard Prints	.90
11/24/08	Standard Prints	1.10
11/24/08	Standard Prints	1.90
11/24/08	Standard Prints	1.90
11/24/08	Standard Prints	.50
11/24/08	Standard Prints	2.30
11/24/08	Standard Prints	.40
11/24/08	Standard Prints	.30
11/24/08	Standard Prints	1.30
11/24/08	Standard Prints	1.80
11/24/08	Standard Prints	1.60
11/24/08	Standard Prints	3.00
11/24/08	Standard Prints	18.70
11/24/08	Standard Prints	.40
11/24/08	Standard Prints	2.90
11/25/08	Standard Prints	2.10
11/25/08	Standard Prints	4.00
11/25/08	Standard Prints	.20
11/25/08	Standard Prints	1.00
11/25/08	Standard Prints	.50
11/25/08	Standard Prints	.80
11/25/08	Standard Prints	.40
11/25/08	Standard Prints	.40
11/25/08	Standard Prints	1.60
11/25/08	Standard Prints	1.10
11/25/08	Standard Prints	.50
11/25/08	Standard Prints	.10
11/25/08	Standard Prints	.10
11/25/08	Standard Prints	.70
11/25/08	Standard Prints	.30
11/25/08	Standard Prints	3.20

Circuit City Stores, Inc.
2 Financing

Legal Services for the Period Ending November 30, 2008

	<u>Description</u>	<u>Amount</u>
11/25/08	Standard Prints	.20
11/25/08	Standard Prints	4.90
11/25/08	Standard Prints	5.70
11/25/08	Standard Prints	.10
Total Disbursements		\$ 546.00

EXHIBIT E-2

**Disbursement Summary
for the Period December 1, 2008 through December 31, 2008**

Disbursements	Amount
Telephone	\$689.34
Standard Copies or Prints	\$820.70
Tabs/Indexes/Dividers	\$76.00
Bates Labels/Print	\$3.00
Scanned Images	\$154.20
CD-ROM Duplicates	\$84.00
Standard Prints	\$276.60
Overnight Delivery	\$252.37
Outside Messenger Services	\$31.36
Information Broker Doc/Svcs	\$2,230.00
Computer Database Research	\$301.47
Secretarial Overtime	\$71.11
Total	\$4,990.15

Expense Invoices for the Period December 1, 2008 through December 31, 2008

Circuit City Stores, Inc.
2 Financing

Legal Services for the Period Ending December 31, 2008

DISBURSEMENTS SUMMARY

Telephone	689.34
Standard Copies or Prints	1,097.30
Tabs/Indexes/Dividers	76.00
Bates Labels/Print	3.00
Scanned Images	154.20
CD-ROM Duplicates	84.00
Overnight Delivery	252.37
Outside Messenger Services	31.36
Information Broker Doc/Svcs	2,230.00
Computer Database Research	301.47
Secretarial Overtime	71.11
Total	\$ 4,990.15

Circuit City Stores, Inc.
2 Financing

Legal Services for the Period Ending December 31, 2008

DISBURSEMENT DETAIL

	<u>Description</u>	<u>Amount</u>
11/10/08	WEST, Computer Database Research, BRODERICK,ERIN, 11/10/2008	23.37
11/10/08	WEST, Computer Database Research, FRANZON,LAURA, 11/10/2008	171.73
11/10/08	WEST, Computer Database Research, KANG,SHEILA, 11/10/2008	32.87
11/10/08	Secretarial Overtime, Nancy J Schneider - Revisions, PDF Creation.	53.33
11/11/08	Overnight Delivery, Fed Exp to:PATRICIA COSTELLO, CHICAGO,IL from:D RAMSEY C/O P COSTELLO	9.37
11/11/08	WEST, Computer Database Research, FRANZON,LAURA, 11/11/2008	38.56
11/12/08	Standard Copies or Prints	.10
11/12/08	Overnight Delivery, Fed Exp to:Jennifer Conway, BOSTON,MA from:KIRKLAND & ELLIS	28.93
11/12/08	CT CORPORATION SYSTEM - Information Broker Doc/Svcs, Document Search International-UCC Search Puerto Rico, 10/29/08	424.00
11/12/08	CT CORPORATION SYSTEM - Information Broker Doc/Svcs, Bring Down Letter-Virginia, 11/10/08	677.00
11/12/08	WEST, Computer Database Research, BRODERICK,ERIN, 11/12/2008	15.79
11/13/08	Standard Copies or Prints	8.00
11/13/08	Standard Copies or Prints	.50
11/13/08	Standard Prints	.10
11/13/08	Standard Prints	.30
11/13/08	Standard Prints	.40
11/13/08	Standard Prints	.10
11/13/08	Standard Prints	.10
11/13/08	Standard Prints	.10
11/13/08	Standard Prints	.10
11/13/08	Standard Prints	.10
11/13/08	Standard Prints	.10
11/13/08	Standard Prints	.10
11/13/08	Standard Prints	.20
11/13/08	Standard Prints	.10
11/13/08	Standard Prints	3.30
11/13/08	Standard Prints	6.10
11/13/08	Standard Prints	.10
11/13/08	Standard Prints	.20
11/13/08	Standard Prints	9.10
11/13/08	Standard Prints	.10
11/13/08	Standard Prints	.20
11/13/08	Standard Prints	.40
11/13/08	Standard Prints	.90

Circuit City Stores, Inc.
2 Financing

Legal Services for the Period Ending December 31, 2008

	<u>Description</u>	<u>Amount</u>
11/13/08	Standard Prints	.10
11/13/08	Standard Prints	.20
11/13/08	Standard Prints	.10
11/13/08	Scanned Images	7.35
11/13/08	Scanned Images	.30
11/13/08	Scanned Images	7.20
11/13/08	Overnight Delivery, Fed Exp to:Daniel W. Ramsey, Esq.,HENRICO,VA from:Patricia Costello	9.37
11/13/08	Overnight Delivery, Fed Exp to:Jennifer C. Conway, BOSTON,MA from:Patricia Costello	9.37
11/14/08	GENESYS CONFERENCING, INC. - Telephone, Conference Call, M. Kilkenney, 10/15/08 to 11/14/08	678.84
11/14/08	Standard Copies or Prints	.50
11/14/08	Standard Prints	.10
11/14/08	Standard Prints	.10
11/14/08	Standard Prints	.10
11/14/08	Standard Prints	.20
11/14/08	Standard Prints	.10
11/14/08	Standard Prints	9.00
11/14/08	Standard Prints	.10
11/14/08	Standard Prints	9.00
11/14/08	Standard Prints	.20
11/14/08	CT CORPORATION SYSTEM - Information Broker Doc/Svcs, Termination-Virginia, 11/10/08	79.50
11/17/08	Standard Prints	.50
11/17/08	Standard Prints	.10
11/17/08	Standard Prints	.40
11/17/08	Standard Prints	1.00
11/17/08	Standard Prints	1.00
11/17/08	Standard Prints	3.70
11/17/08	Standard Prints	.10
11/17/08	Standard Prints	8.30
11/17/08	Standard Prints	.20
11/17/08	Standard Prints	.10
11/17/08	Scanned Images	2.40
11/17/08	Scanned Images	2.40
11/17/08	Scanned Images	.15
11/18/08	Standard Prints	4.40
11/18/08	Standard Prints	1.20
11/18/08	Standard Prints	.50
11/18/08	Standard Prints	1.20
11/18/08	Standard Prints	.40
11/18/08	Standard Prints	1.20
11/18/08	Standard Prints	1.20
11/18/08	Standard Prints	.50
11/18/08	Scanned Images	.60

Circuit City Stores, Inc.
2 Financing

Legal Services for the Period Ending December 31, 2008

	<u>Description</u>	<u>Amount</u>
11/19/08	Standard Prints	.20
11/19/08	Standard Prints	.30
11/19/08	Standard Prints	.20
11/19/08	Standard Prints	.10
11/19/08	Standard Prints	.20
11/19/08	Standard Prints	.20
11/19/08	CT CORPORATION SYSTEM - Information Broker	830.00
	Doc/Svcs, Good Standing Certificate-Puerto Rico,	
	10/28/08	
11/23/08	Standard Prints	3.90
11/23/08	Standard Prints	4.30
11/23/08	Standard Prints	.10
11/23/08	Standard Prints	.10
11/23/08	Standard Prints	.40
11/23/08	Standard Prints	.40
11/23/08	COMET MESSENGER SERVICE INC, Outside Messenger	31.36
	Services, Michelle Kilkenney, 11/23/2008	
11/23/08	Secretarial Overtime, Joanne Harms - Revisions.	8.89
11/24/08	Standard Prints	3.90
11/24/08	Standard Prints	4.30
11/24/08	Standard Prints	.10
11/24/08	Standard Prints	4.30
11/24/08	Standard Prints	3.90
11/24/08	Standard Prints	.10
11/24/08	Standard Prints	.10
11/24/08	Standard Prints	10.50
11/24/08	Standard Prints	.20
11/24/08	Standard Prints	.20
11/24/08	Standard Prints	.10
11/24/08	Standard Prints	.20
11/24/08	Standard Prints	.10
11/24/08	Standard Prints	.20
11/24/08	Standard Prints	.20
11/24/08	Standard Prints	10.90
11/24/08	Standard Prints	10.90
11/24/08	Standard Prints	18.30
11/24/08	Standard Prints	18.30
11/24/08	Standard Prints	1.60
11/24/08	Standard Prints	.40
11/24/08	Standard Prints	2.50
11/24/08	Standard Prints	.20
11/24/08	Standard Prints	.20
11/24/08	Standard Prints	.10
11/24/08	Standard Prints	.10
11/24/08	Standard Prints	.20
11/24/08	Standard Prints	.20

Circuit City Stores, Inc.
2 Financing

Legal Services for the Period Ending December 31, 2008

	<u>Description</u>	<u>Amount</u>
11/24/08	Standard Prints	5.80
11/24/08	Standard Prints	.10
11/24/08	Standard Prints	.30
11/24/08	Standard Prints	.20
11/24/08	Standard Prints	2.70
11/24/08	Standard Prints	.20
11/24/08	Standard Prints	.10
11/24/08	Standard Prints	.10
11/24/08	Standard Prints	.10
11/24/08	Scanned Images	.30
11/24/08	PURRFECT PATENTS LLC - Information Broker	121.75
	Doc/Svcs, Obtaining copy of assignment documents recorded at Reel 3102, Frame 0042 and Reel 3790, Frame 0104	
11/24/08	PURRFECT PATENTS LLC - Information Broker	97.75
	Doc/Svcs, Obtaining copy of assignment documents recorded at Reel 0381, Frame 0698	
11/25/08	Standard Prints	2.30
11/26/08	Standard Prints	.10
11/26/08	Standard Prints	.40
11/26/08	Standard Prints	.40
11/26/08	Standard Prints	.40
11/26/08	Standard Prints	.40
11/26/08	Standard Prints	.10
11/26/08	Standard Prints	.10
12/01/08	Standard Prints	1.20
12/01/08	Standard Prints	1.00
12/01/08	Standard Prints	1.20
12/01/08	LEXISNEXIS COURTLINK INC. - Computer Database	12.74
	Research, Courtlink usage for November 2008	
12/02/08	Standard Prints	.40
12/03/08	Standard Prints	.10
12/03/08	Standard Prints	.30
12/03/08	Standard Prints	.10
12/03/08	Standard Prints	.10
12/03/08	Standard Prints	.40
12/04/08	Standard Prints	.40
12/05/08	Standard Prints	1.10
12/05/08	Standard Prints	.20
12/05/08	Standard Prints	.20
12/05/08	Standard Prints	.10
12/05/08	Standard Prints	.10
12/05/08	Standard Prints	1.20
12/05/08	Standard Prints	2.40
12/05/08	Standard Prints	1.50
12/05/08	Standard Prints	3.00
12/05/08	Standard Prints	21.60

Circuit City Stores, Inc.
2 Financing

Legal Services for the Period Ending December 31, 2008

	<u>Description</u>	<u>Amount</u>
12/05/08	DIALOG CORPORATION - Computer Database Research, Dialog Usage For November 2008	6.41
12/08/08	Scanned Images	3.15
12/09/08	Standard Copies or Prints	.20
12/09/08	Standard Copies or Prints	.10
12/09/08	Standard Copies or Prints	488.10
12/09/08	Standard Copies or Prints	301.10
12/09/08	Standard Copies or Prints	.10
12/09/08	Standard Prints	.50
12/09/08	Standard Prints	.10
12/09/08	Standard Prints	.90
12/09/08	Standard Prints	1.10
12/09/08	Standard Prints	.20
12/09/08	Tabs/Indexes/Dividers	27.00
12/09/08	Tabs/Indexes/Dividers	49.00
12/09/08	Bates Labels/Print	3.00
12/09/08	Scanned Images	.45
12/09/08	Scanned Images	.15
12/09/08	Scanned Images	.60
12/09/08	Scanned Images	28.05
12/09/08	Scanned Images	.60
12/09/08	Scanned Images	1.20
12/09/08	Scanned Images	.45
12/09/08	Scanned Images	.60
12/09/08	Scanned Images	.60
12/09/08	Scanned Images	.60
12/09/08	Scanned Images	.15
12/09/08	Scanned Images	.30
12/09/08	Scanned Images	.45
12/09/08	Scanned Images	.60
12/09/08	Scanned Images	.75
12/09/08	Scanned Images	.15
12/09/08	Scanned Images	.15
12/09/08	Scanned Images	1.20
12/09/08	Scanned Images	.45
12/09/08	Scanned Images	.60
12/09/08	Scanned Images	.60
12/09/08	Scanned Images	.60
12/09/08	Scanned Images	.60
12/09/08	Scanned Images	.15
12/09/08	Scanned Images	.30
12/09/08	Scanned Images	.45
12/09/08	Scanned Images	.60
12/09/08	Scanned Images	.75
12/09/08	Scanned Images	.15
12/09/08	Scanned Images	.15
12/09/08	Scanned Images	.15

Circuit City Stores, Inc.
2 Financing

Legal Services for the Period Ending December 31, 2008

	<u>Description</u>	<u>Amount</u>
12/09/08	Scanned Images	.15
12/09/08	Scanned Images	.30
12/09/08	Scanned Images	4.35
12/09/08	Scanned Images	.15
12/09/08	Scanned Images	.60
12/09/08	Scanned Images	.90
12/09/08	Scanned Images	.15
12/09/08	Scanned Images	.15
12/09/08	Scanned Images	4.50
12/09/08	Scanned Images	.60
12/09/08	Scanned Images	.15
12/09/08	Scanned Images	1.35
12/09/08	Scanned Images	.60
12/09/08	Scanned Images	.15
12/09/08	Scanned Images	.15
12/09/08	Scanned Images	.15
12/09/08	Scanned Images	.45
12/09/08	Scanned Images	.15
12/09/08	Scanned Images	.30
12/09/08	Scanned Images	7.95
12/09/08	Scanned Images	.15
12/09/08	Scanned Images	.15
12/09/08	Scanned Images	4.80
12/09/08	Scanned Images	.15
12/09/08	Scanned Images	.15
12/09/08	Scanned Images	.15
12/09/08	Scanned Images	.15
12/09/08	Scanned Images	4.20
12/09/08	Scanned Images	.15
12/09/08	Scanned Images	.15
12/09/08	Scanned Images	4.20
12/09/08	Scanned Images	.15
12/09/08	Scanned Images	.15
12/09/08	Scanned Images	2.70
12/09/08	Scanned Images	.15
12/09/08	Scanned Images	.15
12/09/08	Scanned Images	.15
12/09/08	Scanned Images	1.80
12/09/08	Scanned Images	1.95
12/09/08	Scanned Images	.15
12/09/08	Scanned Images	.15
12/09/08	Scanned Images	.75
12/09/08	Scanned Images	1.95
12/09/08	Scanned Images	.15
12/09/08	Scanned Images	1.65
12/09/08	Scanned Images	1.80
12/09/08	Scanned Images	7.05

Circuit City Stores, Inc.
2 Financing

Legal Services for the Period Ending December 31, 2008

	<u>Description</u>	<u>Amount</u>
12/09/08	Scanned Images	.45
12/09/08	Scanned Images	4.50
12/09/08	Scanned Images	.15
12/09/08	Scanned Images	.15
12/09/08	Scanned Images	6.00
12/09/08	Scanned Images	3.45
12/09/08	Scanned Images	1.05
12/09/08	Scanned Images	.15
12/09/08	Scanned Images	.15
12/09/08	Scanned Images	1.05
12/09/08	Scanned Images	4.35
12/09/08	Scanned Images	.90
12/09/08	Scanned Images	2.25
12/09/08	Overnight Delivery, Fed Exp to:Emma C. O'Donnell, NEW YORK CITY,NY from:Patricia A. Costello	8.38
12/10/08	Standard Prints	.40
12/10/08	Standard Prints	.10
12/10/08	Standard Prints	.10
12/10/08	Standard Prints	.30
12/10/08	Standard Prints	.30
12/10/08	Standard Prints	.20
12/10/08	Standard Prints	.30
12/10/08	Standard Prints	.20
12/10/08	Standard Prints	.30
12/10/08	Standard Prints	.30
12/10/08	Standard Prints	4.20
12/10/08	Standard Prints	.20
12/10/08	Standard Prints	.20
12/10/08	Standard Prints	.20
12/10/08	Standard Prints	.20
12/10/08	Standard Prints	2.30
12/10/08	Standard Prints	.20
12/10/08	Standard Prints	.20
12/10/08	Standard Prints	1.30
12/10/08	Standard Prints	.40
12/10/08	Standard Prints	.40
12/10/08	Standard Prints	.40
12/10/08	Standard Prints	.10
12/10/08	Standard Prints	1.90
12/10/08	Standard Prints	.30
12/11/08	Standard Copies or Prints	2.30
12/11/08	Standard Copies or Prints	.50
12/11/08	Standard Copies or Prints	6.00
12/11/08	Standard Copies or Prints	13.00
12/11/08	Standard Prints	.10
12/11/08	Standard Prints	.10
12/11/08	Standard Prints	.20
12/11/08	Standard Prints	.20

Circuit City Stores, Inc.
2 Financing

Legal Services for the Period Ending December 31, 2008

	<u>Description</u>	<u>Amount</u>
12/11/08	Standard Prints	.30
12/11/08	Standard Prints	.20
12/11/08	Standard Prints	.20
12/11/08	Standard Prints	2.10
12/11/08	Standard Prints	.10
12/11/08	Standard Prints	.10
12/11/08	Standard Prints	.10
12/11/08	Standard Prints	.10
12/11/08	Standard Prints	.10
12/11/08	Standard Prints	.10
12/11/08	Standard Prints	.10
12/11/08	Standard Prints	.50
12/11/08	Standard Prints	15.70
12/11/08	Standard Prints	.10
12/11/08	Scanned Images	3.90
12/11/08	Scanned Images	.75
12/11/08	Overnight Delivery, Fed Exp to:Jennifer C. Conway, BOSTON,MA from:Patricia A. Costello	8.38
12/12/08	Standard Prints	2.70
12/12/08	Standard Prints	.10
12/12/08	Standard Prints	.10
12/12/08	Standard Prints	.10
12/12/08	CD-ROM Duplicates	84.00
12/12/08	Overnight Delivery, Fed Exp to:Danny Ramsey, HENRICO,VA from:Sheila Kang	25.89
12/12/08	Overnight Delivery, Fed Exp to:Gillian Brown,LOS ANGELES,CA from:KIRKLAND & ELLIS	23.59
12/12/08	Overnight Delivery, Fed Exp to:Sarah Beckett Boehm,RICHMOND,VA from:KIRKLAND & ELLIS	22.76
12/14/08	GENESYS CONFERENCING, INC. - Telephone, Conference calls, L Myers, 11/15 to 12/14/08	10.50
12/15/08	Standard Prints	.10
12/16/08	Standard Copies or Prints	.20
12/16/08	Standard Prints	.10
12/16/08	Standard Prints	.10
12/16/08	Standard Prints	.20
12/16/08	Standard Prints	.20
12/16/08	Standard Prints	1.20
12/16/08	Standard Prints	.50
12/16/08	Standard Prints	.10
12/16/08	Standard Prints	.10
12/16/08	Standard Prints	.10
12/16/08	Standard Prints	2.90
12/16/08	Overnight Delivery, Fed Exp to:Sarah Beckett Boehm,RICHMOND,VA from:Katrina Simek	8.38
12/16/08	Overnight Delivery, Fed Exp to:Gillian Brown,LOS ANGELES,CA from:Katrina Simek	55.83
12/17/08	Standard Prints	.20

Circuit City Stores, Inc.
2 Financing

Legal Services for the Period Ending December 31, 2008

	<u>Description</u>	<u>Amount</u>
12/17/08	Standard Prints	.10
12/17/08	Standard Prints	.10
12/17/08	Standard Prints	.10
12/17/08	Standard Prints	.40
12/17/08	Standard Prints	.20
12/17/08	Standard Prints	.20
12/17/08	Standard Prints	.40
12/17/08	FEDERAL EXPRESS CORPORATION - Overnight Delivery, Sheila King, Shipment to Lida Bucyk, 12/12/08	42.12
12/18/08	Standard Prints	.40
12/18/08	Standard Prints	.20
12/18/08	Standard Prints	.70
12/18/08	Standard Prints	.30
12/18/08	Standard Prints	.10
12/18/08	Standard Prints	.20
12/18/08	Standard Prints	.40
12/18/08	Standard Prints	.90
12/18/08	Secretarial Overtime, Suzanne Woelfer - PDF Creation.	8.89
12/19/08	Standard Prints	.40
12/19/08	Standard Prints	.20
12/19/08	Standard Prints	.20
12/19/08	Standard Prints	.20
12/19/08	Standard Prints	.20
12/19/08	Standard Prints	.40
12/19/08	Standard Prints	.40
12/19/08	Standard Prints	.30
12/19/08	Standard Prints	.40
12/22/08	Standard Prints	.20
12/22/08	Standard Prints	.40
12/22/08	Standard Prints	.40
12/22/08	Standard Prints	.20
12/22/08	Standard Prints	.10
12/22/08	Standard Prints	.20
12/22/08	Standard Prints	.20

Total Disbursements \$ 4,990.15

EXHIBIT E-3

**Disbursement Summary
for the Period January 1, 2009 through January 31, 2009**

Disbursements	Amount
Third Party Telephone Charges	\$20.94
Standard Copies or Prints	\$193.00
Binding	\$1.40
Tabs/Indexes/Dividers	\$1.80
Bates Labels/Print	\$0.27
Scanned Images	\$1.20
Outside Copy/Binding Services	\$1,389.34
Computer Database Research	\$303.97
Overtime Transportation	\$44.22
Total	\$1,956.14

Expense Invoices for the Period January 1, 2009 through January 31, 2009

Circuit City Stores, Inc.
2 Financing

Legal Services for the Period Ending January 31, 2009

DISBURSEMENTS SUMMARY

Third Party Telephone Charges	20.94
Standard Copies or Prints	193.00
Binding	1.40
Tabs/Indexes/Dividers	1.80
Bates Labels/Print	.27
Scanned Images	1.20
Outside Copy/Binding Services	1,389.34
Computer Database Research	303.97
Overtime Transportation	44.22
Total	\$ 1,956.14

Circuit City Stores, Inc.
2 Financing

Legal Services for the Period Ending January 31, 2009

DISBURSEMENT DETAIL

	<u>Description</u>	<u>Amount</u>
12/01/08	WEST, Computer Database Research, GRASSMICK,DAVID 12/1/2008	166.95
12/09/08	FLASH CAB COMPANY, Overtime Transportation, K SIMEK, 12/09/2008	13.05
12/10/08	Standard Prints	.30
12/10/08	FLASH CAB COMPANY, Overtime Transportation, K SIMEK, 12/10/2008	15.25
12/11/08	WEST, Computer Database Research, GRASSMICK,DAVID 12/11/2008	27.98
12/12/08	FLASH CAB COMPANY, Overtime Transportation, K SIMEK, 12/12/2008	15.92
12/14/08	GENESYS CONFERENCING, INC. - Telephone, Conference calls, 11/15 to 12/14/08	7.71
12/14/08	GENESYS CONFERENCING, INC. - Telephone, Conference calls, 11/15 to 12/14/08	2.88
12/31/08	C2 LEGAL - Outside Copy/Binding Services, Production, K Simek, 12/13/08	1,389.34
1/06/09	PACER SERVICE CENTER - Computer Database Research, L. Franzon 11/10/08 to 12/31/08	60.40
1/06/09	PACER SERVICE CENTER - Computer Database Research, E. Broderick 11/10/08 to 12/31/08	23.60
1/06/09	PACER SERVICE CENTER - Computer Database Research, K. Simek 11/10/08 to 12/31/08	2.64
1/06/09	PACER SERVICE CENTER - Computer Database Research, C. Wildfong 11/10/08 to 12/31/08	22.40
1/08/09	Standard Prints	.50
1/08/09	Standard Prints	3.00
1/09/09	Standard Prints	2.80
1/09/09	Standard Prints	.40
1/09/09	Standard Prints	.90
1/09/09	Standard Prints	3.00
1/09/09	Standard Prints	1.90
1/09/09	Scanned Images	.15
1/12/09	Standard Prints	.30
1/12/09	Standard Prints	.10
1/12/09	Standard Prints	.10
1/12/09	Standard Prints	.30
1/12/09	Standard Prints	.20
1/12/09	Standard Prints	.10
1/12/09	Standard Prints	.10
1/12/09	Standard Prints	.70
1/12/09	Standard Prints	2.40
1/12/09	Standard Prints	.20
1/12/09	Standard Prints	2.90
1/12/09	Standard Prints	.20

Circuit City Stores, Inc.
2 Financing

Legal Services for the Period Ending January 31, 2009

	<u>Description</u>	<u>Amount</u>
1/13/09	Standard Prints	.10
1/14/09	GENESYS CONFERENCING, INC. - Third Party	3.62
	Telephone Charges, Conference Call, M. Kilkenney, 12/15/08 to 1/14/09	
1/14/09	GENESYS CONFERENCING, INC. - Third Party	6.73
	Telephone Charges, Conference Call, L. Myers, 12/16/08	
1/14/09	Standard Copies or Prints	23.80
1/14/09	Standard Prints	.20
1/14/09	Standard Prints	.30
1/14/09	Standard Prints	2.90
1/14/09	Standard Prints	.20
1/14/09	Standard Prints	.30
1/14/09	Standard Prints	2.90
1/14/09	Standard Prints	2.90
1/14/09	Standard Prints	.30
1/14/09	Standard Prints	.20
1/14/09	Standard Prints	.30
1/14/09	Standard Prints	.20
1/14/09	Standard Prints	.30
1/14/09	Standard Prints	.30
1/14/09	Standard Prints	.20
1/14/09	Standard Prints	.20
1/14/09	Standard Prints	.20
1/14/09	Standard Prints	.30
1/14/09	Standard Prints	2.90
1/14/09	Standard Prints	.30
1/14/09	Standard Prints	.30
1/14/09	Standard Prints	.20
1/14/09	Standard Prints	.10
1/14/09	Standard Prints	.10
1/14/09	Standard Prints	.10
1/14/09	Standard Prints	.10
1/14/09	Standard Prints	.10
1/14/09	Standard Prints	.10
1/14/09	Scanned Images	.30
1/14/09	Scanned Images	.30
1/14/09	Scanned Images	.45
1/15/09	Standard Prints	2.00
1/15/09	Standard Prints	1.30
1/20/09	Standard Copies or Prints	.20
1/20/09	Standard Prints	.10
1/20/09	Standard Prints	.10
1/20/09	Standard Prints	.10
1/20/09	Standard Prints	.50
1/20/09	Standard Prints	1.00
1/20/09	Standard Prints	.70
1/21/09	Standard Prints	2.00

Circuit City Stores, Inc.
2 Financing

Legal Services for the Period Ending January 31, 2009

	<u>Description</u>	<u>Amount</u>
1/22/09	Standard Prints	.10
1/22/09	Standard Prints	.10
1/29/09	Standard Copies or Prints	58.40
1/29/09	Standard Copies or Prints	51.30
1/29/09	Standard Prints	13.50
1/29/09	Standard Prints	.10
1/29/09	Standard Prints	.10
1/29/09	Standard Prints	.10
1/29/09	Standard Prints	.10
1/29/09	Standard Prints	.40
1/29/09	Binding	1.40
1/29/09	Tabs/Indexes/Dividers	1.80
1/29/09	Bates Labels/Print	.27
1/30/09	Standard Prints	.10
Total Disbursements		\$ 1,956.14